



**TEXINFRA**

## **Texmaco Infrastructure & Holdings Limited**

25<sup>th</sup> June, 2021

*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 Sir(s),

We are enclosing herewith the Annual Secretarial Compliance Report of the Company for the financial year ended 31<sup>st</sup> March, 2021 issued by M/s. S. R. & Associates, Practicing Company Secretaries and the Secretarial Auditor of the Company, pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019.

This is for your information and record.

Thanking you,

Yours faithfully,

For **Texmaco Infrastructure & Holdings Limited**

Rahul Harsh

Company Secretary &  
Compliance Officer



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Email : [texmail@texmaco.in](mailto:texmail@texmaco.in) Website : [www.texinfra.in](http://www.texinfra.in)

CIN: L70101WB1939PLC009800



**Secretarial Compliance Report of Texmaco Infrastructure & Holdings  
Limited for the year ended 31.03.2021**

We, S. R. & Associates, Company Secretaries in Practice have examined:

- (a) all the documents and records made available to us and explanation provided by **TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED** ("the listed entity"),
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2021 (from 01.04.2020 to 31.03.2021) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (f) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;





- (g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (i) Clauses 6(A) and 6(B) of the SEBI Circular no. CIR/CFD/CMD1/114/2019 dated 18.10.2019.

and circulars/guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

| Sr. No. | Compliance Requirement (Regulations/circulars/guidelines including specific clause)             | Deviations                        | Observations/ Remarks of the Practicing Company Secretary                                                                                                                                                                                                                                                                                                                                                                                                                 |
|---------|-------------------------------------------------------------------------------------------------|-----------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.      | Regulation 6(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Appointment of Compliance Officer | The Company has duly informed the Stock Exchanges that the process for identification of a new candidate in place of the Company Secretary & Compliance Officer who had resigned w.e.f 21 <sup>st</sup> November, 2019 was delayed due to the impact of COVID-19 pandemic and intermittent Lockdowns as imposed by the Central and State Governments. The Company had thereafter appointed a Company Secretary & Compliance Officer w.e.f. 1 <sup>st</sup> October, 2020. |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:



| Sr. No. | Actions taken by                                                          | Details of violation                                                                            | Details of action taken<br>e.g. fines,<br>warning letter,<br>debarment,<br>etc. | Observations/ remarks of the<br>Practicing Company<br>Secretary, if any                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|---------|---------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.      | Stock Exchanges<br>(National Stock Exchange of India Ltd and BSE Limited) | Regulation 6(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Fine levied as per SEBI circular no. SEBI/ HO /CFD/CMD/ CIR/P/ 2020/12          | <p>The Company has duly informed the Stock Exchanges that due to the impact of COVID-19 pandemic and intermittent Lockdowns as imposed by the Central and State Governments, there was delay in appointment of Company Secretary &amp; Compliance Officer. However, the Company was taking necessary steps for the aforesaid appointment and the Company Secretary &amp; Compliance Officer was appointed w.e.f. 1<sup>st</sup> October, 2020.</p> <p>The Company therefore, is in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>The Company had also submitted application for waiving-off the fine to the Stock Exchanges. BSE Limited has approved the waiver off application and the same is under consideration with the National Stock Exchange of India Ltd.</p> |





- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the Secretarial Compliance Report for the year.....<br>(The years are to be mentioned) | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---------|--------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| NA      |                                                                          |                                                                                                             |                                            |                                                                                        |



For S R & Associates  
Practicing Company Secretaries

Partner

Unique Code of Partnership Firm: P2008WB016700

Name of Company Secretary in Practice: Pawan Kumar Anchalia

Membership No: FCS 8789; C.P. No.: 8881

Unique Code Number: 12010WB714700

UDIN: F008789C000503184

Place: Kolkata

Dated: 23.06.2021