

TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED

CIN: L70101WB1939PLC009800

Registered Office: Belgharia, Kolkata - 700 056

Phone no: 033 2569 1500, Fax no. 033 2541 2448

Website: www.texinfra.in, Email: texinfra_cs@texmaco.in

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Eightieth Annual General Meeting of **TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED** will be held on **Monday, 14th September 2020 at 4:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ('OAVM')**, to transact the following businesses.

The venue of the Meeting shall be deemed to be the Registered Office of the Company at Belgharia, Kolkata - 700056.

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements including the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March 2020 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended 31st March 2020.
3. To appoint a Director in place of Mr. Akshay Poddar (DIN: 00008686), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 4

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Messrs. DGM & Associates, Cost Accountants (Firm Registration No. 000038), appointed as the Cost Auditors 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 2021, be paid a remuneration of ₹ 34,000/- (Rupees Thirty Four Thousand) plus applicable taxes and out-of-pocket expenses."

Item No. 5

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED that in partial modification to the Ordinary Resolution passed by the Members at the Seventy Ninth Annual General Meeting of the Company held on 9th September 2019, re-appointing Mr. Saroj Kumar Poddar (DIN: 00008654) as a Non-executive Director and Chairman of the Company, liable to retire by rotation and in compliance with the applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the continuation of Mr. Poddar as a Non-executive Director and Chairman of the Company for the period commencing 15th September 2020 when he attains the age of 75 (seventy five) years, be and is hereby approved."

Item No. 6

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Rules framed thereunder, and the applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Jyotsna Poddar (DIN: 00055736), in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby re-appointed as a Non-executive Director of the Company, liable to retire by rotation, with effect from 28th September 2020."

Item No. 7**To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Rules framed thereunder, and the applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Ramya Hariharan (DIN: 06928511), who was appointed as an Additional Director of the Company by the Board of Directors effective 11th May 2020 in terms of Section 161 of the Act, being eligible and fulfilling the criteria of independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of 3 (three) years with effect from 11th May 2020."

Item No. 8**To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Rules framed thereunder, and the applicable Regulations of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Soundararaghavan Rangachari (DIN: 00362555), who was appointed as an Additional Director of the Company by the Board of Directors effective 17th June 2020 in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-executive Director of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from 17th June 2020."

Item No. 9**To consider and if thought fit, to pass the following Resolution as a Special Resolution:**

"RESOLVED that pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 the Rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sirajuddin Khan be and is hereby re-appointed as the Manager of the Company for a period of 3 (three) years with effect from 16th October 2020, on such terms and conditions as approved by the Board of Directors and as stated in the Explanatory Statement annexed hereto."

Belgharia
Kolkata – 700056
Dated: 17th June 2020

By the order of the Board
K. K. Rajgaria
CFO

NOTES:

1. In view of the ongoing COVID-19 pandemic and the need to ensure social distancing to avoid the spread of COVID-19, the Ministry of Corporate Affairs ('MCA') vide General Circular Nos. 14/2020, 17/2020, 20/2020 and 22/2020, (hereinafter collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 ('SEBI Circular') have permitted the companies to conduct the Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') during the calendar year 2020, 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').

Accordingly, the AGM of the Company is being conducted through VC / OAVM facility.

As allowed by the MCA Circulars, participation of Members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

The Company has availed the services of M/s KFin Technologies Private Limited, who is also the Registrar & Share Transfer Agent ('RTA') of the Company, ('KFin'), for providing remote e-voting facility & e-voting facility during the AGM and to conduct the AGM through VC.

Members may note that VC / OAVM facility provided by KFin allows participation of 1000 Members on first-come-first-served basis.

Large Members (i.e. Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction for attending the AGM.

The instructions for participation by Members are given in the subsequent paragraphs.

2. In compliance with the above provisions and the circulars, the Notice of the AGM and the Annual Report for the financial year 2019-20 will be sent to all the Shareholders of the Company whose email addresses are registered with the Company / Depository Participant(s) / RTA.

The Notice and the Annual Report will also be available on the website of the Company at www.texinfra.in and the Stock Exchanges where the equity shares of the Company are listed, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively.

- Those Shareholders who are holding shares in physical mode and have not yet registered / updated their email addresses with the Company / RTA, are requested to visit the portal provided by the RTA at https://ris.kfintech.com/email_registration to register their email addresses.

Alternatively, Shareholders may send a scanned copy of request letter providing their email address and mobile number, duly signed by the Shareholder (first shareholder in case of joint shareholding) along with cancelled cheque leaf, self-attested copy of PAN card and share certificate at einward.ris@kfintech.com.

- Those Shareholders who are holding shares in dematerialised mode and have not registered / updated their email addresses with their Depository Participant(s), are requested to register / update their email addresses with the relevant Depository Participant(s).
3. The Explanatory Statement pursuant to Section 102 of the setting out the material facts relating to the businesses at Item nos. 4 to 9 of the Notice as set out above, is annexed hereto.

The Board of Directors of the Company have considered and decided to include the above mentioned Items as Special business, as they are unavoidable in nature.

4. In terms of Section 152 of the Act, Mr. Akshay Poddar (DIN: 00008686) retires by rotation and being eligible, offers himself for re-appointment at the ensuing AGM.

The Board of Directors recommends his re-appointment. Additional information in respect of his re-appointment, pursuant to the ('Listing regulations'), and the Secretarial Standards forms a part of this Notice.

5. **A Member entitled to attend and vote at the AGM may appoint a Proxy to attend and vote on a poll on his / her behalf, and the Proxy need not be a Member of the Company. Since the AGM is being held through VC / OAVM pursuant to the MCA Circulars and the SEBI Circular, the requirement of appointing proxies is not applicable. The Proxy Form, Attendance Slip and the Route Map are not annexed to this Notice since the AGM is being held through VC / OAVM.**

6. Corporate / Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are entitled to appoint authorised representatives to attend and vote at the AGM. They are required to send a certified copy of Board Resolution, Authority letter (PDF/JPG) etc., authorising their representative(s) to attend and vote at the AGM, to the Scrutinizer through e-mail at geetaroychowdhury@gmail.com with a copy marked to einward.ris@kfintech.com.

Corporate / Institutional Shareholders are encouraged to attend and vote at the AGM.

7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
8. **The Register of Members of the Company will remain closed from Wednesday, 9th September 2020 to Monday, 14th September 2020 (both days inclusive).**
9. Voting rights will be reckoned on the paid-up value of Equity Shares registered in the name of the Members as on **Tuesday, 8th September 2020 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in this Notice of the AGM, will be available electronically for inspection by the Members during the AGM. The Audited Financial Statements including the Audited Consolidated Financial Statement of the Company, the Reports of the Board of Directors and the Auditors thereon and all other

documents of the Company annexed or attached thereto and the relevant documents referred to in this Notice of the AGM, are available for inspection through electronic mode by the Members of the Company from the date of circulation of this Notice up to the date of the AGM. Members seeking inspection of such documents are requested to send an email at evoting_texinfra@texmaco.in.

11. To support the 'Green Initiative', Members are encouraged to register their e-mail addresses with the Company / Depository Participant(s) / RTA, as the case may be, so that they can receive all future communication from the Company through electronic mode.
12. SEBI has mandated the submission of PAN by every participant in the securities market. In line with the SEBI mandate and the Listing Regulations, Members are also requested to update/provide their Bank details to the Depository Participant(s) or, as the case may be, to the Company / RTA, in order to avail the electronic payment facility. Also, Member(s) holding shares in physical form are requested to notify about any change in their address / PAN / Bank Mandate to the Company / RTA.
13. In accordance with Regulation 40 of the Listing Regulations, effective 1st April 2019, any transfer of shares of listed companies shall not be processed unless they are held in dematerialised form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialised.
14. Members whose dividend(s) have remain unclaimed, are requested to claim the same by writing to the Company's RTA, i.e. KFin. Members are requested to note that the dividends remaining unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund ('IEPF'). In addition, all equity shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall also be transferred by the Company to the demat account of the IEPF. The Company has sent individual communication to all concerned Members whose equity shares are due for transfer to IEPF, informing them to claim their unpaid/unclaimed dividend before the due date to avoid transfer to IEPF Authority.
15. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. 1st April 2020 and the Company is required to deduct tax at source ('TDS') from the dividend paid to the Members at prescribed rates under the Income-tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to provide and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants and for getting the Tax Exemption

on the Dividend Amount shareholders are requested to visit the RTA's website at <https://ris.kfintech.com/form15/> or may send an email to RTA with the complete set of Tax Exemption Documents at inward.ris@kfintech.com.

16. Remote e-voting

- A. In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Listing Regulations, the Company is providing its Members the facility of remote e-voting to exercise votes electronically on the Resolutions proposed to be passed at the AGM. The Company is also providing the facility of e-voting during the AGM. The Board of Directors of the Company has appointed Ms. Geeta Roy Chowdhury as the Scrutinizer for this purpose.
- B. The instructions for remote e-voting are as under:
 - i. Open your web browser during the remote e-voting period and navigate to <https://emeetings.kfintech.com>
 - ii. Enter the login credentials [i.e. user ID and password mentioned in the email sent to those Shareholders, who have registered their email addresses]. Your Folio No. / DP ID Client ID will be your user ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
 - iii. Put user ID and password as initial password / PIN in the window opened in step i. above. Click Login.
 - iv. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #,\$,etc.). The system will prompt you to change your password and update any contact details like mobile, e-mail address, etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the 'EVENT' i.e. Texmaco Infrastructure & Holdings Limited.
 - vii. On the voting page, the Resolution description along with the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/

dissenting to the resolution, enter all shares and click 'FOR' / 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.

viii. Cast your vote by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click 'OK' else 'CANCEL' and accordingly modify your vote. Once confirmed, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times until you have confirmed your votes on the resolution.

ix. Any person who becomes a Member of the Company after the dispatch of the Notice and holds Equity Shares as on the cut-off date i.e., Tuesday, 8th September 2020 may approach KFin for issuance of the User ID and Password for exercising their right to vote by electronic means by the following procedure:

- a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD <space> E-voting Event number + Folio No. or DP ID Client ID to 9212993399.

Example for NSDL:

MYEPWD<SPACE>IN12345612345678

Example for CDSL:

MYEPWD<SPACE>1402345612345678

Example for Physical:

Event No. XXXXMYEPWD<SPACE>XXXX1234567

- b) If the email address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click 'FORGOT PASSWORD' and enter Folio No. or DP ID Client ID and PAN to generate a password.

- c) Member may call KFin toll free number 1800-3454-001.

- d) Member may send an email request to einward.ris@kfintech.com.

17. The remote e-voting period commences at **9:00 a.m. on Thursday, 10th September 2020** and ends at **5:00 p.m. on Sunday, 13th September 2020**. During this period, Shareholders of the Company holding Equity Shares either in physical form or in dematerialised form, as on the cut-off date i.e. **Tuesday, 8th September 2020** may cast their vote electronically.

The e-voting module shall be blocked for voting thereafter. Once, the vote on a Resolution is cast by the Shareholder, such Shareholder shall not be allowed to change it subsequently.

18. The Members who have already casted their vote through remote e-voting cannot vote again at the e-voting during the AGM. However, such Member shall be entitled to attend the AGM.

19. Instructions for attending the AGM through Video Conference:

- A. Members will be provided with a facility to attend the AGM through VC platform provided by KFin. Members are required to login at <https://emeetings.kfintech.com>, by using the remote e-voting credentials. The link for AGM will be available in Shareholder/Members login where the 'EVENT' and the name of the Company can be selected.
- B. The facility for joining the AGM shall be kept open from 3:45 p.m. i.e. 15 minutes before the scheduled time for commencement of the AGM, and may be closed at 4:15 p.m., i.e. upon the expiry of 15 minutes after such scheduled time.
- C. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.

Those Shareholder who are holding equity shares in physical form may send an email at einward.ris@kfintech.com for obtaining the User ID and Password, or by following the procedure as mentioned in point no. 16 of this Notice.

- D. Members can participate in the AGM through their desktops / mobile phones / laptops etc. Members will also have the option to turn on their camera during the AGM. However, for better experience and smooth participation, it is advisable to join the AGM meeting through desktops / laptops with high-speed internet connectivity.

It is recommended to use Stable Wi-Fi or LAN connection to mitigate issues relating to internet connectivity.

- E. **Speaker registration:** Shareholders who would like to express their views/ask questions during the AGM may log into <https://emeetings.kfintech.com/>, click on "Post your Queries" and post their queries/views/questions in the window provided by mentioning the name, DP ID Client ID/Folio No, email address and mobile number. Please note that, questions of only those Shareholders who continue to hold the shares as on the cut-off date, will be answered. The window period for posting the questions shall commence on **Thursday, 10th September 2020 at 9:00 a.m.** and close on **Saturday, 12th September 2020 at 5:00 p.m.** Those Members who have registered themselves

as a speaker will only be allowed to speak / express their views or ask questions during the AGM. Due to limitations of transmission and coordination during the Q&A session, the Company may restrict the number of speakers.

F. In case of any query regarding e-voting or technical assistance for VC/OAVM participation, members may contact Mr. Raj Kumar Kale, an official of KFin at 040-67162222 or the toll free No. 1800-345-4001 or write at evoting@kfintech.com.

20. Instructions for Members for e-voting during the AGM :

- A. Only those Shareholders, who are present in the AGM and have not casted their vote on the Resolutions through Remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system "Instapoll" available during the AGM.
- B. The e-Voting "Thumb sign" on the left hand corner of the video screen shall be activated upon instructions of the Chairman during the AGM proceedings. Shareholders shall click on the same to take them to the "Instapoll" page.

C. Members need to click on the "Instapoll" icon to reach the Resolution page and follow the instructions to vote on the Resolutions.

21. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting User Manual for Shareholders available at the download section of <https://evoting.karvy.com/public/Faq.aspx> or contact RTA at Tel No. 1800 345 4001 (toll free) or any grievances may please be sent to the email or may be addressed to the Company at the e-mail evoting_texinfra@texmaco.in.

22. The Results of the e-voting will be declared on or after the date of the AGM i.e. 14th September 2020. The declared Results, along with the scrutinizer report will be available on the website of the Company at website www.texinfra.in and on the website of KFin; such Results will also be forwarded to the Stock Exchange(s) where the equity shares of the Company are listed.

23. Shareholders who are not the Members of the Company as on the Record Date shall treat this Notice for information purpose only.

Explanatory Statement

SPECIAL BUSINESS

Item No. 4

The Board of Directors on the recommendation of the Audit Committee, at its Meeting held on 17th June 2020 has approved the appointment of Messrs. DGM & Associates, Cost Accountants (Firm Registration No. 000038), as the Cost Auditors to conduct the Audit of the Cost Records of the Company for the financial year ending 31st March 2021 at a remuneration of ₹ 34,000/- (Rupees Thirty Four Thousand) plus applicable taxes and out-of-pocket expenses as incurred from time to time.

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Rules framed thereunder, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

A certificate issued by the aforementioned firm regarding their eligibility for appointment as Cost Auditors is available for electronic inspection from the date hereof up to the date of the Annual General Meeting.

None of the Directors or Key Managerial Personnel including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 4 by way of an Ordinary Resolution.

Item No. 5

The Members of the Company at the Seventy Ninth Annual General Meeting held on 9th September 2019 had approved the re-appointment of Mr. Saroj Kumar Poddar as a Non-executive Director and Chairman of the Company, liable to retire by rotation.

As per the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, no listed entity shall appoint a person or continue the directorship of any person as Non-executive Director who has attained the age of seventy five years unless a Special Resolution is passed to that effect.

Mr. Poddar would attain the age of 75 (seventy five) years on 15th September 2020. Keeping in view the valuable experience of Mr. Poddar in the industry and his role in navigating the Company to grow and perform better, the Board of Directors is of the opinion that it would be in the interest of the Company to approve his continuation as a Non-executive Director and Chairman of the Company.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee and subject to the approval of Shareholders, at its Meeting held on 17th June 2020 has approved the continuation of Mr. Poddar as a Non-executive Director and the Chairman of the Company for the period commencing 15th September 2020 onwards.

Mr. Poddar aged 74 years, a leading Indian industrialist of international repute, is Chairman of the Adventz group. The Adventz Group, which was repositioned by Mr. Poddar to leverage its exemplary equity in terms of knowledge, best practices and technical excellence, comprises leading companies in various verticals, constituting key drivers of the Indian economy. Under the leadership of Mr. Poddar, the group has promoted various seminal projects including joint ventures with leading international corporations. The most notable of these ventures are Hettich India Private Limited - a joint venture with the Hettich Group of Germany, Touax Texmaco Railcar Leasing Private Limited – a joint venture with the Touax group of France, Wabtec Texmaco Rail Private Limited – a joint venture with the Wabtec group of USA and MCA Phosphates Pte Limited - a joint venture with the Mitsubishi Corporation of Japan. Mr. Poddar was also instrumental in promoting Gillette India Limited, a venture with the renowned 'The Gillette Company,' USA and was its Founder Chairman since 1984, before relinquishing the position in December 2013.

Mr. Poddar is also the Chairman of Texmaco Rail & Engineering Limited, Zuari Agro Chemicals Limited, Zuari Global Limited, Chambal Fertilisers & Chemicals Limited and Paradeep Phosphates Limited.

A gold medallist in Commerce from Calcutta University, Mr. Poddar is an aficionado of art, culture and sports and is involved in their promotion and development. The Poddars also promote young cricketers to go abroad for training and practice. He is also a recipient of the Rashtriya Samman award from the Central Board of Direct Taxes. A keen collector of contemporary Indian art, Mr. Poddar has a superb collection of modern Indian masters. His family is currently involved in setting up a museum in Delhi with the theme 'India through the ages'. The museum, to be named after Mr. Poddar's father in law, the late Dr. K. K. Birla as 'K. K. Birla Academy', will be fully funded by the family and is to be commissioned in the coming years.

Mr. Poddar has served as President of FICCI and International Chamber of Commerce in India, and has been appointed by the Government of India on the Board of Trade - the highest body

on trade – as well as on the Board of the Indian Institute of Science, Bengaluru. Mr. Poddar has also served as a member on the Board of Governors of the Indian Institute of Technology, Kharagpur for over 10 years and on the local Board of the Reserve Bank of India for a similar period. He was also on the Advisory Board of one of the most reputed investment brokers, Messrs N M Rothschild & Sons (India) Private Limited.

Mr. Poddar is the Chairman of India-Saudi Arabia Joint Business Council and is a Member of the Indo-French CEO Forum.

The Company has received consent from Mr. Poddar to act as a Director and a declaration that he is not disqualified under Section 164 of the Companies Act, 2013 to hold such office.

Except Mr. Saroj Kumar Poddar, Ms. Jyotsna Poddar and Mr. Akshay Poddar and their relatives, none of the Directors or Key Managerial Personnel including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 5 by way of a Special Resolution.

Item No. 6

Ms. Jyotsna Poddar was appointed as a Non-executive Director of the Company for a term of 5 (five) years i.e. from 28th September 2015 to 27th September 2020.

In view of her varied knowledge and valuable contribution during her present tenure, the Board of Directors on the recommendation of the Nomination and Remuneration Committee and subject to the approval of Shareholders, at its Meeting held on 17th June 2020 has approved re-appointment of Ms. Poddar as a Non-executive Director of the Company, liable to retire by rotation with effect from 28th September 2020. The Company has received a valid notice in terms of Section 160 of the Companies Act, 2013 ('Act') from a Member of the Company proposing the candidature of Ms. Poddar for the office of Director.

Ms. Poddar aged 69 years, a Psychology Honors graduate from Loreto House, Kolkata, is the Chairperson of Lionel India Limited. She is the wife of Mr. Saroj Kumar Poddar, who is the Chairman of the renowned "Adventz" Group of Companies and daughter of Late Dr. K. K. Birla, one of India's renowned industrialists.

A person with wide and diverse interests, Ms. Poddar has a passion for cricket and runs a trust – Young Cricketer's Organisation. The trust formed by the Poddars promotes young cricketing talent and supports former cricketers. Ms. Poddar has authored a book – Cricketing Memories, the foreword for which was written by Sir Don Bradman. In 1987, she was a member of the Reliance World Cup Organising Committee.

Ms. Poddar is an active social worker and she runs a private trust - Jeewan Jyoti Medical Society, which provides free medical facilities to the economically disadvantaged.

The Company has received consent from Ms. Poddar to act as a Director and a declaration that she is not disqualified under Section 164 of the Act to hold such office.

Except Ms. Jyotsna Poddar, Mr. Saroj Kumar Poddar and Mr. Akshay Poddar and their relatives, none of the Directors or Key Managerial personnel including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 6 by way of an Ordinary Resolution.

Item No. 7

The Board of Directors on the recommendation of the Nomination and Remuneration Committee and subject to the approval of Shareholders, at its Meeting held on 17th June 2020 has approved the appointment of Ms. Ramya Hariharan as an Independent Director for a period of 3 (three) years with effect from 11th May 2020. The Company has received a valid notice in terms of Section 160 of the Companies Act, 2013 ('Act') from a Member of the Company proposing the candidature of Ms. Hariharan for the office of Director.

Ms. Hariharan is a corporate lawyer with over 18 years of practice. She has a rich experience in handling general corporate, mergers & acquisitions, projects, banking & finance matters and insolvency & restructuring matters. She is also a qualified Company Secretary.

Ms. Hariharan has advised on several acquisitions both listed and unlisted, including cross border acquisitions and transactions entailing strategic investment as well as in those involving financial investment. She has also been involved in various financing transactions and closed project finance transactions over approximately ₹ 7000 crores. Ms. Hariharan is currently a partner with HSA Advocates, which is a full-service law firm with offices across New Delhi, Mumbai, Bengaluru and Kolkata. She heads the operations of the Kolkata Office. She is on the Board of various listed and unlisted companies.

The Company has received consent from Ms. Hariharan to act as a Director and a declaration that she is not disqualified under Section 164 of the Act to hold such office.

Further, the Company has also received a declaration from Ms. Hariharan that she meets the criteria of Independence as prescribed under Section 149(6) of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Ms. Hariharan has also affirmed to the Company that she has registered herself with the databank maintained by the Indian Institute of Corporate Affairs (IICA) as an Independent Director in compliance with the prescribed Rules under the Act.

As per the opinion of the Board, she fulfils the criteria specified in the Act and the Rules framed thereunder and the Listing Regulations for her appointment as an Independent Director.

The Board of Directors is of the opinion that her vast knowledge and varied experience will be of great value to the Company.

Except Ms. Hariharan and her relatives, none of the Directors or Key Managerial Personnel including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 7 by way of an Ordinary Resolution.

Item No. 8

The Board of Directors on the recommendation of the Nomination and Remuneration Committee and subject to the approval of Shareholders, at its Meeting held on 17th June 2020 has approved the appointment of Mr. Soundararaghavan Rangachari as a Non-executive Director of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from 17th June 2020. The Company has received a valid notice in terms of Section 160 of the Companies Act, 2013 ('Act') from a Member of the Company proposing the candidature of Mr. Raghavan for the office of Director.

Mr. Raghavan, a Chartered Accountant, has a diverse and extensive career, spanning over four decades in a wide range of industries including Fertilisers, Chemicals, Steel, Textiles and Electronics. He has served as Vice President – Finance, at Zuari Group.

Later, he served as an Executive Director at Birla Home Finance Limited. He also has a rich experience in Merchant Banking activities such as mergers & acquisitions, raising loans, etc. He was also associated with renowned companies including Steel Authority of India Limited, Samtel Color Limited and Birla Home Finance Limited at senior positions.

The Company has received consent from Mr. Raghavan to act as a Director and a declaration that he is not disqualified to under Section 164 of the Act to hold such office.

The Board of Directors is of the opinion that his vast knowledge and varied experience will be of great value to the Company.

Except Mr. Raghavan and his relatives, none of the Directors or Key Managerial Personnel including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 8 by way of an Ordinary Resolution.

Item No. 9

Mr. Sirajuddin Khan was appointed as the Manager of the Company for a period of 3 (three) years i.e. from 16th October 2017 to 15th October 2020.

In view of his vast knowledge and experience, the Board of Directors based on the recommendation of the Nomination and Remuneration committee and subject to the approval of Shareholders, at its Meeting held on 17th June 2020 has approved the re-appointment of Mr. Khan as the Manager of the Company for a period of 3 (three) years with effect from 16th October 2020.

Except Mr. Khan and his relatives, none of the Directors or Key Managerial Personnel including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 9 by way of a Special Resolution.

The following additional information as required under Schedule V to the Companies Act, 2013 is given below:

I. General Information:

(i) Nature of Industry:

The Company is, inter-alia, involved in the business of real-estate activities and Hydro power generation.

(ii) Date or expected date of commencement of commercial production:

The Company was incorporated on 4th August 1939 with the name Textile Machinery Corporation Limited. Further, with continued growth, to restructure the business, the Heavy Engineering and Steel Foundry businesses of the Company was demerged into a separate entity, while the Real Estate and Power generation business was retained by the Company and later on, the name of the Company was changed to Texmaco Infrastructure & Holdings Limited.

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

(iv) Financial performance based on given indicators – (as per audited financial statements for the year ended 31st March 2020)

| Particulars | (₹ in Crores) |
|--|---------------|
| Gross Turnover | 13.84 |
| Other Income | 13.48 |
| Net profit as per Statement of Profit & Loss (After Tax) | 7.36 |

(v) Foreign investments or collaborators, if any:

Not Applicable.

II. Information about the appointee:

(i) Background details:

Mr. Sirajuddin Khan aged 62 years, has done MA in Psychology from Kanpur, PG Diploma in IR & PM and MBA (Personnel Management) from Nagpur University.

Before joining Texmaco Infrastructure & Holdings Limited, he was working as Group General Manager (HR & IR) Corporate level in Adventz Group. He was responsible for HR, IR and Admin activities of many group companies.

He was also associated with Moserbaer Power (Madhya Pradesh) Limited, MASS-CLIMB, Arfat Petrochemicals Private Limited, Baroda Rayon Corporation Limited, Mafatlal Industries Limited, Bhasin Asso. Limited, Metal Box (I) Limited and International Systems Services. He was also associated with Indian Rayon and Industries Limited (Aditya Birla Group) for a period of 17 years.

(ii) Past remuneration during the financial year 31st March 2020:

| Name of the Manager | Amount (₹ in Crores) |
|---------------------|-------------------------|
| Mr. Sirajuddin Khan | 0.53 |

(iii) Recognition or awards:

Stated under background details above.

(iv) Job Profile and his suitability:

Stated under background details above.

(v) Remuneration proposed:

Pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions read with Schedule V to the Companies Act, 2013 together with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof), Mr. Khan be re-appointed as the Manager of the Company at a consolidated salary not exceeding ₹ 8,00,000 (Rupees Eight Lakhs) per month including allowances.

In the event of the loss or inadequacy of profit in any financial year during his tenure as the Manager, the aforesaid remuneration shall be treated as minimum remuneration.

The annual variation and increase in the remuneration of the Manager shall not exceed 5% of the profits of the Company as calculated under Sections 197 and 198 of the Companies Act, 2013, and the limits specified in Schedule V.

(vi) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Taking into consideration the size of the Company, the profile of Mr. Khan, the responsibilities shouldered by him and the industry benchmarks, the remuneration

proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

(vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Besides the remuneration proposed to be paid to him, Mr. Khan does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

III. Other Information:**(i) Reasons of loss or inadequate profits:**

Not applicable.

(ii) Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms:

Not applicable.

IV. Disclosures:

The information and Disclosures of the remuneration package of the Manager have been mentioned in the Annual Report.

The above information also forms a part of disclosure as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.