

TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED

CIN: L70101WB1939PLC009800

Registered Office: Belgharia, Kolkata - 700 056

Phone no.: (033) 2569 1500

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

POSTAL BALLOT NOTICE

(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014)

To
The Members,

Notice ('**Notice**') is hereby given pursuant to Section 110 of the Companies Act, 2013 ('**Act**') and other applicable provisions, if any, of the Act read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, General Circular No. 03/2025 issued by the Ministry of Corporate Affairs read with other circulars issued for this purpose from time to time ('**MCA Circulars**'), all other applicable rules framed under the Act, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), and the Secretarial Standards issued by the Institute of Company Secretaries of India and other applicable laws, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, to the Members of Texmaco Infrastructure & Holdings Limited ('**Company**'), to consider and if thought fit to pass the Resolutions as set out below which are proposed to be passed through postal ballot by electronic means only ('**remote e-voting**').

The proposed Resolutions along with the explanatory statement pursuant to Section 102 of the Act and other applicable laws, setting out the material facts and the reasons thereof, are appended to this Notice. Only Members of the Company as on **Friday, 12th December, 2025 (i.e., the cut-off date)** are entitled to vote on the proposed Resolutions, and any other person who is not a Member of the Company as of the cut-off date shall treat this Notice for information purpose only.

In compliance with the MCA Circulars, the Company is sending the Notice only in electronic form. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read

with the Rules framed thereunder and the MCA Circulars, the Company is providing the remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The Members can vote on Resolutions only through remote e-voting facility. Assent or dissent of the Members on the Resolutions mentioned in the Notice would be taken only through the remote e-voting. The Postal Ballot Notice will also be available on the Company's website www.texinfra.in, websites of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com, www.bseindia.com, and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com respectively.

The Company has availed the services of M/s. KFin Technologies Limited, who is also the Registrar & Share Transfer Agent of the Company, for providing remote e-voting facility for exercising postal ballot.

The Board of Directors of the Company has appointed CA Niraj Agrawal (ICAI Membership No. 060313), Practicing Chartered Accountant as the Scrutinizer, who consented to act as such, to conduct the process of the postal ballot by electronic means, in a fair and transparent manner.

The remote e-voting period commences at **9:00 a.m. on Saturday, 20th December, 2025 and ends at 5:00 p.m. on Monday, 19th January, 2026.**

The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e., **Monday, 19th January, 2026.**

You are requested to peruse the proposed Resolutions along with the explanatory statement and thereafter record your assent or dissent by means of remote e-voting facility, as provided by the Company.

SPECIAL BUSINESS:

1. Appointment of Mr. Anish Choudhury (DIN: 09403819) as the Managing Director of the Company.

To consider and if thought fit, to pass with or without modification(s) the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED that pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee ('NRC') and as approved by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to appoint Mr. Anish Choudhury as the Managing Director of the Company, not liable to retire by rotation, for a period of 3 (three) years with effect from 11th November, 2025, on the terms & conditions including remuneration, notwithstanding that such remuneration exceeds 5% (five percent) of the net profits, being the limit specified under Section 197, calculated in accordance with the applicable provisions of the Companies Act, 2013, as set out in the explanatory statement annexed to this notice.”

“FURTHER RESOLVED that the Board of Directors (which term includes its Committee thereof) be and is hereby authorised to increase, fix, vary, alter or modify the terms, conditions and remuneration payable to Mr. Anish Choudhury as Managing Director, in accordance with the HR Policy of the Company and to the extent as recommended by NRC and approved by the Board of Directors from time to time as deem appropriate and as per details of remuneration set out in the explanatory statement annexed to this notice, subject to overall limits stipulated under the applicable provisions and to do all necessary acts, deeds and things, which may be considered necessary or expedient to give effect to the aforesaid Resolution.”

“FURTHER RESOLVED that any Director or Company Secretary of the Company be and are hereby severally authorised to take such steps and do all acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.”

2. Re-appointment of Mr. Ravi Todi (DIN: 00080388) as an Independent Director of the Company for a second term of 5 (five) years with effect from 14th May 2026.

To consider and if thought fit, to pass with or without modification(s) the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED that pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board of Directors, Mr. Ravi Todi (DIN: 00080388), who holds office as an Independent Director up to 13th May, 2026, be and is hereby reappointed as an Independent Director, not liable to retire by rotation, for a second term of 5 (Five) years with effect from 14th May, 2026, to hold office upto 13th May, 2031.”

“FURTHER RESOLVED that any Director or Company Secretary of the Company be and are hereby severally authorised to take such steps and do all acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.”

3. Alteration of the Articles of Association of the Company

To consider and if thought fit, to pass with or without modification(s) the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED that pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation)

Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to the necessary approvals, consents, permissions and sanctions required, if any, by the Registrar of Companies, and / or any other appropriate authority, the consent of Members of the Company be and is hereby accorded to amend the existing Articles of Association ("AoA") of the Company with substitution of clauses 46 & 47 with the following clauses:

46. *The Company may exercise the power of conversion of its shares into stock, Where shares are converted into stock-*

- (a) *the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.*
- (b) *the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.*
- (c) *such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.*

47. *The company may, from time to time -*

- (a) *by ordinary resolution -*

- (i) *increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution;*
- (ii) *consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;*
- (iii) *convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;*
- (iv) *sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;*
- (v) *cancel any shares which, at the date of the passing of the resolution, have-not been taken or agreed to be taken by any person.*

(b) *by special resolution -*

reduce in any manner and with, and subject to, any incident authorised and consent required by law -

- (i) *its share capital;*
- (ii) *any capital redemption reserve account; or*
- (iii) *any share premium account.*

(c) *Subject to the provisions of the Companies Act, 2013 or any other law for the time being in force, the Company may purchase its own shares or other specified securities."*

"FURTHER RESOLVED that any Director or Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment."

4. Approval of Material Related Party Transaction to be entered with Mr. Anish Choudhury.

To consider and if thought fit, to pass with or without modification(s) the following Resolution as an ORDINARY RESOLUTION:

“RESOLVED that pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the applicable provisions 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), and in accordance with the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and based on the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to enter into and continue the material related party transaction(s) / contract(s) / arrangement(s) / agreement(s) with Mr. Anish Choudhury, Managing Director relating to remuneration, benefits and allowances as set out in in the Explanatory Statement to this Resolution on such terms & conditions as may be agreed between the Company and Mr. Anish Choudhury”

“FURTHER RESOLVED that the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to execute all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company as may be deemed necessary to give effect to this resolution and for the matters incidental thereto or connected therewith.”

5. Approval of revision in remuneration of Mr. Gaurav Agarwala, Chief Executive (“CE”) – Neora Unit holding office or place of profit.

To consider and if thought fit, to pass with or without modification(s) the following Resolution as an ORDINARY RESOLUTION:

“RESOLVED that pursuant to the provisions of Sections 188, other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the consent of the Members be and is hereby accorded for authorisation to the Board (including any Committee thereof) for approving an ex-gratia equivalent to one month basic salary i.e. Rs. 5,48,800 in line with other employees of the company over and above his existing salary for the financial year 2025-26 and annual increments not exceeding 20% of his last drawn salary (including ex-gratia) every year for a period of 5 (five) years with effect from 1st April, 2026 to Mr. Gaurav Agarwala (relative of the Director of the Company, Ms. Jyotsna Poddar) for holding office or place of profit in the Company as the Chief Executive - Neora Unit.

“FURTHER RESOLVED that any Director or Company Secretary of the Company be and are hereby severally authorised severally to take such steps as may be necessary for obtaining any approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all applications, documents and writings that may be required, on behalf of the Company and to do all acts, deeds and things that may be necessary, proper, expedient, or incidental for the purpose of giving effect to aforesaid Resolution.”

Dated: 16th December, 2025
Place: Kolkata
Registered Office:
Belgharia, Kolkata - 700056
E-mail: texinfra_cs@texmaco.in

By the order of the Board
Rajat Arora
Company Secretary &
Compliance Officer
(FCS:12068)

NOTES AND INSTRUCTIONS:

The Ministry of Corporate Affairs ('MCA') vide General Circular No. 03/2025 read with other circulars issued for this purpose from time to time ('MCA Circulars') read with the applicable SEBI Circulars has permitted the companies to transact items through postal ballot in accordance with the framework provided therein, in compliance with the applicable provisions of the Companies Act, 2013 ('Act') & the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

1. The Explanatory Statement pursuant to Section 102 of the Act & Rules framed thereunder in respect of the business as set out in the Notice is annexed hereto.
2. (i) The Board of Directors of the Company has appointed CA Niraj Agrawal (ICAI Membership No. 060313), Practicing Chartered Accountant, as the scrutinizer to conduct the process of the postal ballot, by electronic means, in a fair and transparent manner.
- (ii) The Company has availed the services of M/s. KFin Technologies Limited ('KFin'), who is also the Registrar & Share Transfer Agent ('RTA') of the Company, for providing remote e-voting facility for exercising postal ballot through electronic means only.
3. The Notice is being sent through email only and accordingly, the approval of the Members is being sought through remote e-voting. The Physical copies of the Notice along with Postal Ballot form and postage prepaid self-addressed business reply envelope are not being sent to the Members.
4. The Notice is being sent to/published/ displayed for all the Members whose names appear in the Register of Members/ list of beneficial owners as received from National Securities Depository Limited ('NSDL')/ Central Depository Services (India) Limited ('CDSL') as on **Friday, 12th December, 2025**, in accordance with the provisions of the Act, read with the Rules framed thereunder and the framework provided under the MCA Circulars. The Company has also made arrangements for the shareholders, who have not yet registered their email addresses to get the same registered by following the procedure as prescribed in the Notice.

5. The procedure for registering / updating the email address for those shareholders, who have not yet registered / updated the same, is mentioned below:
 - a. Those Shareholders who are holding shares in physical mode and who have not yet updated their e-mail address, mobile no., bank details, postal address with PIN etc., are requested to update the same by submitting duly filled in Form ISR-1 with supporting documents to the RTA. Form ISR-1 can be downloaded at the link: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.
 - b. Those Shareholders who are holding shares in dematerialised mode and have not registered / updated their email address / mobile no. with their Depository Participant(s), are requested to register / update their email address with the relevant Depository Participant(s).

The Company has also made arrangements to publish notice in newspapers namely, Financial Express and Aajkaal informing the shareholders the aforesaid procedure to register their email address with the Depository Participant(s)/ RTA/ the Company.

6. Corporate/Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to send a certified copy of Board Resolution, Authority letter (PDF/JPG) etc., authorising their representative(s) to vote, to the Scrutinizer through e-mail at niraj@execonservices.com with a copy marked to inward.ris@kfintech.com.
7. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members as on **Friday, 12th December, 2025 (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 i.e. NSDL & CDSL as on the cut-off date will be entitled to cast their votes by remote e-voting.
8. A Member cannot exercise his vote by proxy on postal ballot. All Members are requested to cast their votes only through remote e-voting as per the procedure provided herein.
9. The Resolution passed by the Members through postal ballot shall be deemed to have been passed as if it has been passed at a duly convened general meeting of the Members.

10. Remote e-voting

- a. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the Company is providing the remote e-voting facility to its Members, to enable them to cast their votes on the Resolution proposed to be passed through Postal Ballot by way of electronic means.
- b. The instructions for remote e-voting are as under:

Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.

Pursuant to SEBI circular no. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9th December 2020 on “e-voting facility provided by Listed entities”, Individual shareholders holding shares in demat mode are allowed to vote through their demat accounts / websites of depositories / depository participants. Shareholders are advised to update their mobile number and email addresses in their demat accounts with their respective depository participants in order to access the e-voting facility.

E-voting Procedure for:

NSDL	CDSL
A. NSDL IDeAS facility Shareholders who are already registered for IDeAS facility, may follow the procedure as mentioned below: (i) Visit the website of NSDL at https://eservices.nsdl.com. (ii) Click on the “Beneficial Owner” icon under 'IDeAS' section. (iii) On the new page, enter your user ID and password. (iv) Post successful authentication, click on “Access to e-Voting”. (v) Click on Company name (“Texmaco Infrastructure & Holdings Limited”) or e-voting service provider name (i.e. KFin) and you will be re-directed to KFin website for casting the vote during the remote e-voting period. Shareholders who are not registered for the IDeAS facility, may follow the procedure as mentioned below: (i) Visit the website of NSDL at: https://eservices.nsdl.com (ii) Select “Register Online for IDeAS” (iii) Proceed with completing the required fields. (iv) Post registration follow the steps as stated in point no. 1 for casting the vote during the remote e-voting period.	A. CDSL Easi / Easiest facility Shareholders who are already registered for Easi / Easiest facility, may follow the procedure as mentioned below: (i) Visit the website of CDSL at www.cdslindia.com. (ii) Navigate to “Login” option and click on “New System Myeasi”. Alternatively, shareholders may visit at https://web.cdslindia.com/myeasitoken/Home/Login (iii) Login with user ID and password. (iv) Shareholders will reach the e-voting page without any further authentication. (v) Click on e-voting service provider name (i.e. KFin) for casting the vote during the remote e-voting period. Shareholders who are not registered for the Easi/Easiest facility, may follow the procedure as mentioned below: (i) To register for Easi facility visit: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration Alternatively, to register for Easiest facility visit: https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration (ii) Proceed with completing the required fields. (iii) Post registration follow the steps as stated in point no. 1 for casting the vote during the remote e-voting period.

NSDL	CDSL
B. Alternatively, the Shareholders may vote through the e-voting website of NSDL by following the procedure as mentioned below: (i) Visit the e-voting website of NSDL at: https://www.evoting.nsdl.com/ (ii) Click on the icon "Login" available under 'Shareholder / Member' section. (iii) Enter User ID (i.e. sixteen digit demat account number held with NSDL), select Password/OTP and enter the Verification Code as shown on the screen. (iv) Post successful authentication, you will be redirected to the page wherein you can see the e-voting page. Click on Company name ("Texmaco Infrastructure & Holdings Limited") or e-voting service provider name (i.e. KFin) and you will be re-directed to KFin website for casting the vote during the remote e-voting period.	B. Alternatively, the Shareholders may vote through the e-voting website of CDSL by following the procedure as mentioned below: (i) Visit the website of CDSL at: https://www.cdslindia.com (ii) Navigate to e-voting section. (iii) Provide sixteen digit demat account number and PAN. (iv) The Shareholder will receive OTP on his registered Mobile No. & Email address as recorded in the demat account. (v) Post successful authentication, Shareholder will be provided link for e-voting service provider (i.e. KFin) for casting their vote during the remote e-voting period.

Access of e-voting to Individual Shareholders holding shares in demat mode through their depository participants:

Shareholders can also login using the login credentials of their demat account number through the relevant Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged in, Shareholders will be able to see e-voting option. Click on e-voting option and it will redirect to NSDL / CDSL Depository website after successful authentication.

Click on Company name ('Texmaco Infrastructure & Holdings Limited') or e-voting service provider name ('KFin') and the shareholder will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.

Important Note:

Members who are unable to retrieve User ID / Password are advised to use Forget User ID / Forget Password option available at websites of NSDL and CDSL.

Members facing any technical issue can contact NSDL / CDSL on the following details:

NSDL	CDSL
evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 224 430	helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

Access to KFin e-voting system in case of individual shareholders holding shares in physical mode and non-individual shareholders holding shares in demat mode:

- i. Open your web browser during the remote e-voting period and navigate to <https://evoting.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 vote.

- iii. Enter 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, 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 equity 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. **Friday, 12th December, 2025** 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:

MYEPWDIN<SPACE>12345612345678

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.kfintech.com>, the Member may click 'FORGOT PASSWORD' and enter Folio No. / DP ID Client ID and PAN to generate a password.
 - c) Member may call KFin helpdesk at the toll free number 1800 309 4001.
 - d) Member may send an email request to inward.ris@kfintech.com.
11. The remote e-voting period commences **9:00 a.m. on Saturday, 20th December, 2025 and ends at 5:00 p.m. on Monday, 19th January, 2026**. During this period, Members holding equity shares of the Company either in physical form or in dematerialised form, as on the cut-off date i.e. **Friday, 12th December, 2025** 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 Member, such Member shall not be allowed to change it subsequently.
12. All material and relevant documents referred to in the explanatory statement of this Notice are available for inspection through electronic mode only for the Members of the Company until the last date for exercising their votes through remote e-voting i.e. **Monday, 19th January, 2026**. Members seeking inspection of such documents are requested to send an email at evoting_textinfra@texmaco.in. Any query in relation to the Resolution proposed to be passed by postal ballot may be addressed to the Company Secretary of the Company at texinfra_cs@texmaco.in.

13. 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.kfintech.com/public/Faq.aspx> or contact KFin helpdesk at Toll free No. 1800 309 4001 or any grievance may be addressed to KFin at einward.ris@kfintech.com or may be addressed to the Company at the e-mail ID evoting_texinfra@texmaco.in.
14. Upon completion of the scrutiny of the votes cast through remote e-voting in a fair and transparent manner, the Scrutinizer will submit its report to the Chairman of the Company, or any person duly authorised by him. The Chairman or any Director or any other person authorised by the Chairman shall declare

the results of the postal ballot as per the statutory timelines. The results of the postal ballot will be announced on or before **Wednesday, 21st January, 2026**. The results along with the Scrutinizer's Report will also be posted on the websites of the Company i.e., www.texinfra.in, KFin i.e., <https://evoting.kfintech.com>, and Stock Exchanges i.e., www.bseindia.com and www.nseindia.com. The Company will also display the results at its registered office. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e., **Monday, 19th January, 2026**.

15. Shareholders who are not the Members of the Company as on the cut-off date shall treat this Notice for information purpose only.

EXPLANATORY STATEMENT

Pursuant to the provisions of Section 102 of the Companies Act, 2013 & Rules framed thereunder

The following Statements sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

Item No. 1: Appointment of Mr. Anish Choudhury (DIN: 09403819) as the Managing Director of the Company.

The Board of Directors at its meeting held on 10th November, 2025, on the recommendation of the Nomination and Remuneration Committee ('NRC') and subject to the approval of shareholders, has approved the appointment of Mr. Anish Choudhury as the Managing Director of the Company for a period of 3 (three) years with effect from 11th November, 2025. The Audit Committee has approved the terms and conditions of his appointment including remuneration as he being key managerial personnel, is a related party under Section 2 (76) of the Act. Mr. Anish Choudhury will lead business operations and will contribute to the growth of the Company by playing important role in strategic decisions in the Company.

In terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('**Listing Regulations**'), a listed entity is required to obtain the approval of shareholders for appointment of a person as a Managing Director at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further the remuneration as proposed exceeds 5% (five percent) of net profits, being the limit specified under Section 197, calculated in accordance with the applicable provisions of the Companies Act, 2013. Therefore, the Company is seeking approval of Shareholders as a Special Resolution for appointment of Mr. Anish Choudhury as the Managing Director of the Company by way of Postal Ballot.

As proposed remuneration of Mr. Anish Choudhury is more than 5% of Net Profits of the Company, in terms of Sections 196, 197, 198 & other applicable provisions of the Act read with Schedule V thereto and provisions of Listing Regulations, approval of the Shareholders is being sought by way of Special Resolution for appointment of Mr. Choudhury as the Managing Director of the Company for a period of 3 (three) years with effect from 11th November 2025. This also forms a part of disclosure as required under the Listing Regulations.

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 Standalone & Consolidated audited financial statements for the year ended 31st March 2025).

Particulars	(₹ in crores)	
	Standalone	Consolidated
Gross Turnover	9.16	15.87
Other Income	16.37	17.15
Total Income	25.53	33.02
Net profit / (Loss) as per Statement of Profit & Loss (After Tax)	(8.56)	(6.95)

v. Foreign investments or collaborations, if any:

Not Applicable

II. Information about the appointee:**i. Background details:**

Mr. Anish Choudhury is MBA from IIM Ahmedabad, B.E. and seasoned strategy leader with experience of more than 17 years in management consulting and corporate strategy roles. Previously he has been engaged with Tata Realty & Infrastructure Limited, Samagra Governance Consulting, Lodha Developers Limited and Kearney.

ii. Past remuneration during the financial year 31st March 2025:

Not Applicable.

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(s) thereof), Mr. Anish Choudhury be appointed as the Managing Director of the Company on the following terms and conditions:

1. a) Salary	₹ 8,66,383/- per month (Including Employers' Contribution to Provident Fund)
b) Other Allowances (including special allowance)	₹ 8,62,784/- per month The above is subject to increments / adjustment as may be recommended by NRC and decided by the Board from time to time subject to a yearly overall ceiling of 25% of last paid remuneration.
2. Benefits, Perquisites & Allowances	
CATEGORY A	
a) Performance Pay (including Bonus / Exgratia)	₹ 34,50,000/- per annum The above is subject to increments / adjustment as may be recommended by NRC and decided by the Board from time to time subject to a yearly overall ceiling of 25% of last paid remuneration.
b) Joining Bonus	Joining bonus upto ₹ 30 Lakhs on completion of his first work anniversary, in lieu of variable compensation foregone in his previous employment.
c) Leave	As per the Rules of the Company.
d) Club fees	Membership fee for the club as per the Rules of the Company.
CATEGORY B	
a) Contribution to Provident Fund & NPS	Included in Salary as provided above and will be as per the Rules of the Company.
b) Gratuity	As per the Rules of the Company.
CATEGORY C	The Company will provide owned and maintained car and fuel for office purposes.

3. If the company experiences losses or insufficient profits in any financial year during his tenure as Managing Director, the remuneration payable (including revised remuneration, if determined at any point) shall be paid as minimum remuneration, subject to covenant of Schedule V and other applicable provisions of the Act.

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. Anish Choudhury, 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 or other Director, if any:

Besides the remuneration proposed to be paid to him, Mr. Choudhury does not have any other pecuniary relationship with the Company or relationship with the any of the Promoter (s) / Promoter Group / Director (s) / Key Managerial personnel of the Company.

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 Mr. Choudhury have been mentioned above in Remuneration proposed.

The Company has received consent from Mr. Choudhury to act as the Managing Director and a declaration that he is not disqualified under Section 164 of the Act to act as such. Further, he is not debarred from holding directorship by virtue of any SEBI order or any other authority.

Details of Mr. Choudhury, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Postal Ballot Notice.

Except Mr. Choudhury 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

directorship or shareholding interest, if any, in the Company.

The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 1 by way of a Special Resolution.

Item No. 2: Re-Appointment of Mr. Ravi Todi (DIN: 00080388) as an Independent Director of the Company for a second term of 5 (five) years with effect from 14th May 2026.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee ('NRC') and subject to the approval of shareholders, has approved the re-appointment of Mr. Ravi Todi as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) years with effect from 14th May, 2026 to hold office upto 13th May, 2031.

In terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), a listed entity is required to obtain the approval of shareholders for re-appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of re-appointment, whichever is earlier. Therefore, the Company is seeking approval of Shareholders for re-appointment of Mr. Ravi Todi as an Independent Director of the Company by way of Postal Ballot.

Mr. Todi is a well renowned Industrialist and presently leading Shrachi Group which is into Engineering, Procurement & Construction, Real Estate Development and Agro Machinery. He is a graduate from St. Xavier's College, Kolkata and has attended the module of "Maximising your leadership Potential" - Harvard Business School, Boston. Mr. Todi is actively involved with various professional bodies viz. CII, MSME, Subcommittee – CII Eastern Region, Indo-Italian Chamber of Commerce, Cricket Association of Bengal, CREDAI - Eastern Region, Power Tiller Association of India and Entrepreneurs Organisation (EO) & YPO – Kolkata Chapter, etc.

The Company has received consent from Mr. Ravi Todi to act as a Director and a declaration that he is not disqualified under Section 164 of the Act to hold such office. He is not debarred from holding Directorship by virtue of any SEBI order or any other authority.

Further, the Company has also received a declaration from Mr. Todi that he meets the criteria of Independence as

prescribed under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). Mr. Todi has also affirmed to the Company that he has registered himself 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.

Mr. Todi does not have any other pecuniary relationship with the Company or relationship with the any of the Promoter(s) / Promoter Group / Director(s) / Key Managerial personnel of the Company.

As per the opinion of the Board, Mr. Todi fulfils the criteria specified in the Act and the Rules framed thereunder and the Listing Regulations for his re-appointment as an Independent Director of the Company.

The Board believes that his experience and vision will contribute to the growth of the Company.

Details of Mr. Todi, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Postal Ballot Notice.

Except Mr. Todi 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 directorship or shareholding interest, if any, in the Company.

The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 2 by way of a Special Resolution.

Item No. 3 – Alteration of Articles of Association of the Company

The Board on 16th December, 2025 has approved the adoption of amended and restated Articles of Association of the Company, subject to the approval of the shareholders of the Company by way of postal ballot in the following manner:

Substitution of clauses 46 & 47 with the following clauses:

46. *The Company may exercise the power of conversion of its shares into stock, Where shares are converted into stock -*

- (a) *the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from*

which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- (b) *the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.*
- (c) *such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.*

47. *The company may, from time to time -*

(a) *by ordinary resolution -*

- (i) *increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution;*
- (ii) *consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;*
- (iii) *convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;*
- (iv) *sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;*
- (v) *cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.*

(b) *by special resolution -*

reduce in any manner and with, and subject to, any incident authorised and consent required by law -

- (i) *its share capital;*
- (ii) *any capital redemption reserve account; or*
- (iii) *any share premium account.*
- (c) *Subject to the provisions of the Companies Act, 2013 or any other law for the time being in force, the Company may purchase its own shares or other specified securities.*

Pursuant to Section 14 and other applicable provisions, if any, of the Act, approval of the shareholders of the Company is required for adoption of amended and restated Articles of Association.

A copy of Articles of Association of the Company with the proposed alteration is available for inspection at the Registered Office of the Company at any working day during business hours.

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 directorship or shareholding interest, if any, in the Company.

The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 3 by way of a Special Resolution.

Item No. 4: Approval of Material Related Party Transaction to be entered with Mr. Anish Choudhury.

In terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material related party transactions with an aggregate value exceeding Rs. 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of members by means of an ordinary resolution. The approval of the members under Regulation 23 of the Listing Regulations is required even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

The Company proposes to enter into related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, approval of the Members is being sought for arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee had, on the basis of relevant details provided by the management, as required by the law, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Information required for material Related Party Transaction (RPT) as per Regulation 23 of Listing Regulations & Industry Standards is provided herein below:

S. No.	Particulars of the information	Information provided by the management
1.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	The details of the information as per the RPT Industry Standards are provided in TABLE A.
2.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	i. With vast experience of over 17+ years in Strategy & Business Excellence and previous experience in Tata Realty & Infrastructure, Lodha (Macrotech) Developers etc., appointment of Mr. Anish Choudhury as Managing Director of the Company would optimize the business operations of the company and enhance the pace of growth and shareholders value in the long term. ii. The remuneration of Mr. Anish Choudhury payable under the terms of appointment exceeds the limits under Section 197 of the Companies Act, 2013 i.e. 5 % of the net profits of the Company & 10% of consolidated turnover of the Company as per Regulation 23 (4) of the Listing Regulations. However, with his extensive experience, leadership qualities, and pivotal role in scaling the business, the Board and Nomination and Remuneration Committee have carefully evaluated the remuneration package in line with industry standards and company performance expectations, ensuring it is commensurate with his role and responsibilities.
3.	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The members of the Audit Committee in its meeting held on 10th November, 2025, has duly reviewed and took note of the certificates provided by the Manager & CFO confirming that the proposed RPT is in the interest of the Company.
4.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The members of the Audit Committee in its meeting held on 10th November, 2025, has duly approved the proposed Material RPT and the same has been reviewed and recommended by the members of the Board in its meeting held on 10th November, 2025.
5.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports, if any, considered by Audit Committee while approving the RPT.	Not Applicable

S. No.	Particulars of the information	Information provided by the management
6.	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Required information for taking an informed decision is duly furnished to the members in the Explanatory Statement attached to the Postal Ballot Notice pursuant to Section 102 of Companies Act, 2013.
7.	Any other information that may be relevant.	All the relevant information has been duly furnished.

TABLE-A
(Minimum Information placed for the Material Related Party Transaction)

S. No.	Particulars of the information	Information provided by the management
A (1)	Basic details of the related party	
1.	Name of the related party	Mr. Anish Choudhury
2.	Country of incorporation of the related party	Not Applicable
3.	Nature of business of the related party	Mr. Choudhury has been appointed as Managing Director with effect from 11th November, 2025.
A (2)	Relationship and ownership of the related party	
1.	Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and the following:	Relationship – Employer - Employee. Nature of Concern- Financial
2.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Not Applicable.
3.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable.
4.	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary.	Not Applicable.
A (3)	Details of previous transactions with the related party	
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Nil

S. No.	Particulars of the information	Information provided by the management
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not applicable
A (4)	Amount of the proposed transaction(s)	
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	Amount of the proposed transaction(s) Remuneration of ₹ 2,42,00,000/- (Rupees Two Crores Forty Two Lakhs only) per annum & an additional joining bonus upto ₹ 30,00,000/- (Rupees Thirty Lakhs only) on completion of first work anniversary, in lieu of variable compensation foregone in his previous employment. The remuneration payable to Mr. Choudhury during his tenure shall be subject to annual increments as may be decided by the Board from time to time, subject to a yearly overall ceiling of 25% of last paid remuneration.
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	17.14%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).	Not applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not applicable
6.	Financial performance of the related party for the immediately preceding financial year.	Not applicable

S. No.	Particulars of the information	Information provided by the management
A (5)	Basic details of the proposed transaction	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.).	Remuneration to Related Party in excess of limits specified in Regulation 23(1) of SEBI (LODR) Regulations, 2015.
2.	Details of proposed transaction.	Mr. Anish Choudhury, who is proposed to be appointed as the Managing Director in the Company shall be paid annual remuneration of ₹ 2,42,00,000 (Rupees Two Crores Forty Two Lakhs only) with annual increments, if any as decided by the Board & an additional joining bonus upto ₹ 30,00,000 (Rupees Thirty Lakhs only), in lieu of variable compensation foregone in his previous employment, which constitutes to be a Material Related Party Transaction. Accordingly, the approval of the Shareholders is required by way of an Ordinary Resolution.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified).	3 (Three) Years.
4.	Whether omnibus approval is being sought?	No Specific Approval is sought for this transaction.
5.	Value of the proposed transaction during the financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 1,00,00,000/- (Rupees One Crores only) (approx.) The remuneration payable to Mr. Choudhury during his tenure shall be subject to annual increments as may be decided by the Board from time to time, subject to a yearly overall ceiling of 25% of last paid remuneration.
6.	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party.	Yes
7.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	i. With vast experience of over 17+ years in Strategy & Business Excellence and previous experience in Tata Realty & Infrastructure, Lodha (Macrotech) Developers etc., appointment of Mr. Anish Choudhury as Managing Director of the Company would optimize the business operations of the company and enhance the pace of growth and shareholders value in the long term. ii. The remuneration of Mr. Anish Choudhury payable under the terms of appointment exceeds the limits under Section 197 of the Companies Act, 2013 i.e. 5 % of the net profits of the Company & 10% of consolidated turnover of the Company as per Regulation 23 (4) of the Listing Regulations. However, with his extensive experience, leadership qualities, and pivotal role in scaling the business, the Board

S. No.	Particulars of the information	Information provided by the management
		and Nomination and Remuneration Committee have carefully evaluated the remuneration package in line with industry standards and company performance expectations, ensuring it is commensurate with his role and responsibilities.
8.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the Director/KMP. b. Shareholding of the director / KMP, whether direct or indirect, in the related party.	None of the promoter(s)/ director(s) / key managerial personnel of the listed entity have direct/indirect interest in the proposed transaction. Not Applicable
9.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not Applicable
10.	Other information relevant for decision making.	All the relevant information has been duly furnished.

Except Mr. Anish Choudhury 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 directorship or 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: Approval of revision in remuneration of Mr. Gaurav Agarwala, Chief Executive ("CE") – Neora Unit holding office or place of profit.

Mr. Gaurav Agarwala is heading operations of Neora Unit of the Company as Chief Executive. He is relative of Ms. Jyotsna Poddar, Director of the Company and hence is related party for the Company.

In accordance with the provisions of Section 188 of the Companies Act, 2013, which mandates approval for related party transactions, the Company seeks the members' approval for granting authorization to the Board for approving annual salary increment to Mr. Agarwala. Shareholders' approval was taken earlier in the AGM dated 26th September, 2016 for revision in his remuneration upto ₹ 8,00,000 per month and his current remuneration has reached ₹ 8,00,000 per month.

In view of the valuable contribution of Mr. Gaurav Agarwala and considering the remuneration of similar level executives in the industry, on the recommendation of Audit Committee & Nomination & Remuneration Committee, the Board has approved, subject to shareholders' approval, an ex-gratia equivalent to one month basic salary i.e. ₹ 5,48,800 in line with other employees of the company over and above his existing salary for the financial year 2025-26 and enhancing the limits of annual increments of Mr. Gaurav Agarwala not exceeding 20% each year over last drawn salary (including ex-gratia) for the next five years, effective from 1st April, 2026.

The aforesaid increment is proposed to reward Mr. Agarwala's sustained leadership and contribution to the business growth of Neora Unit. The Board, upon shareholders' approval, will ensure all statutory compliances relating to the related party transaction, including disclosures and approvals, are duly complied with as per the Companies Act, 2013, Listing Regulation and other applicable acts.

S. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise).	Mr. Gaurav Agarwala is a relative of Ms. Jyotsna Poddar who is currently the Director of the Company.
2.	Name of Director(s) or Key Managerial Personnel who is related, if any.	Ms. Jyotsna Poddar
3.	Type, tenure, material terms and particulars.	Ex-gratia equivalent to one month basic salary i.e. Rs. 5,48,800 in line with other employees of the company for the financial year 2025-26 over and above his existing salary to Mr. Gaurav Agarwala and annual increments not exceeding 20% p.a. every year on his past annual salary (including ex-gratia) for the next 5 years commencing 1st April, 2026.
4.	Value of the transaction.	Ex-gratia equivalent to one month basic salary i.e. Rs. 5,48,800 in line with other employees of the company for the financial year 2025-26 over and above his existing salary to Mr. Gaurav Agarwala and annual increments not exceeding 20% p.a. every year on his past annual salary (including ex-gratia) for the next 5 years commencing 1st April, 2026.
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided).	6.36%
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.	N.A.
7.	Justification as to why the RPT is in the interest of the listed entity.	Approval of this transaction will enable the Company to retain and Capitalise the Experience and Expertise of Mr. Gaurav Agarwala.
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions.	N.A.
9.	Any other information that may be relevant.	All relevant information has been duly furnished.

Except Ms. Jyotsna Poddar and her relatives, none of the other 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 directorship or 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 an Ordinary Resolution.

Date: 16th December, 2025
Place: Kolkata
Registered Office:
Belgharia, Kolkata - 700056
E-mail - texinfra_cs@texmaco.in

By the order of the Board
Rajat Arora
Company Secretary &
Compliance Officer
(FCS – 12068)

Annexure to the Postal Ballot Notice

In pursuance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards.

Name of the Director	Mr. Anish Choudhury (DIN: 09403819) Managing Director	Mr. Ravi Todi (DIN: 00080388) Independent Director
Date of Birth	6th January, 1985	1st May, 1969
Age (in years)	40	56
Qualification	- B.E. - MBA from IIM Ahmedabad	Bachelor's degree in commerce from St. Xavier's College, Kolkata
Date of first Appointment on the Board	11th November, 2025	14th May, 2021
Experience / Expertise in specific functional areas	- Experience of more than 17 years in management consulting and corporate strategy roles. - Expertise in Strategy & Business Excellence. - Has been engaged with Tata Realty & Infrastructure Limited, Samagra Governance Consulting, Lodha Developers Limited and Kearney	Vast experience of managing large business set ups in diversified areas viz. Engineering, Procurement & Construction, Real Estate Development and Agro Machinery, etc.
Terms & conditions of Appointment	Appointment as the Managing Director of the Company for a term of 3 years with effect from 11th November, 2025, on terms and conditions as mentioned in Explanatory Statement.	Re-appointment as an Independent Director for a second term of 5 years with effect from 14th May, 2026.
Remuneration last drawn for the FY 2024-25 (₹ in Crores)	N.A.	0.038*

Name of the Director	Mr. Anish Choudhury (DIN: 09403819) Managing Director	Mr. Ravi Todi (DIN: 00080388) Independent Director
Number of meetings of the Board attended during the financial years 2024-25 & 2025-26	N.A.	FY 2025-26 - 3 out of 3 FY 2024-25 - 4 out of 4
Shareholding in the Company	Nil	Nil
Relationship with other Director / KMP in the Company	N.A.	N.A.
Directorship held in other Companies	• HL Promoters Private Limited • THDC Management Services Limited • Kolkata-One Excelton Private Limited • Promont Hillside Private Limited	• BTL EPC Limited • Shrachi Agrimech Limited • South City Matrix Infrastructure Limited • South City Developers Limited • South City International School • Twamev Construction and Infrastructure Limited • Accent Industries Limited • Intelligent Infrastructure Limited • Power Genix Industries India Private Limited • Shinenine Vintrade Private Limited • Sunflower Engineering Industries Private Limited
Chairmanship / Membership of Committees in companies including those in the Company	Nil	I. Texmaco Infrastructure & Holdings Limited 1. Chairman of Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, and 2. Member of Corporate Social Responsibility Committee. II. Twamev Construction and Infrastructure Limited 1. Member of Audit Committee 2. Member of Stakeholders Relationship Committee III. BTL EPC Limited 1. Member of Audit Committee 2. Member of Corporate Social Responsibility Committee
Listed entities from which the Director has resigned in the past three years	Nil	Nil

* Remuneration means Sitting Fees paid