

| General information about company | |
|--|---|
| Scrip code | 505400 |
| NSE Symbol | TEXINFRA |
| MSEI Symbol | NOTLISTED |
| ISIN | INE435C01024 |
| Name of the entity | Texmaco Infrastructure & Holdings Limited |
| Date of start of financial year | 01-04-2023 |
| Date of end of financial year | 31-03-2024 |
| Reporting Quarter | Quarterly |
| Date of Report | 30-06-2023 |
| Risk management committee | Applicable |
| Market Capitalisation as per immediate previous Financial Year | Top 2000 listed entities |

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory Textual Information(1)

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Disqualification of Directors under section 164 of the Companies Act, 2013

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
|----|-----------------|----------------------|------------|----------|--|---------------------------------|-------------------------|---------------|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|-----------------------------|-----------------------------|
| 1 | Mr | S. K. Poddar | AFTPP2386N | 00008654 | Non-Executive - Non Independent Director | Chairperson related to Promoter | | 15-09-1945 | No | | | | Active | Yes | 14-09-2020 | 14-02-1991 | 14-02-1991 | | 6 | 0 | 0 | 0 | | | |
| 2 | Mr | D. R. Kaarthikeyan | AAXPK8665Q | 00327907 | Non-Executive - Independent Director | Not Applicable | | 02-10-1939 | No | | | | Active | Yes | 09-09-2019 | 25-07-2016 | 25-07-2019 | | 83 | 5 | 5 | 3 | 1 | | |
| 3 | Mr | S. K. Rungta | ADAPR3669P | 00053824 | Non-Executive - Independent Director | Not Applicable | | 17-09-1947 | No | | | | Active | Yes | 04-09-2018 | 07-11-2015 | 06-11-2018 | | 91 | 2 | 1 | 2 | 0 | | |
| 4 | Mr | Ravi Todi | ABUPT6599G | 00080388 | Non-Executive - Independent Director | Not Applicable | | 01-05-1969 | No | | | | Active | NA | | 14-05-2021 | 14-05-2021 | | 25 | 3 | 2 | 4 | 2 | | |

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
|----|-----------------|--------------------------|------------|----------|--|-------------------------|-------------------------|---------------|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|-----------------------------|-----------------------------|
| 5 | Mr | Kishor Shah | AIQPS4268J | 00170502 | Non-Executive - Independent Director | Not Applicable | | 30-08-1956 | No | | | | Active | NA | | 12-05-2023 | 12-05-2023 | | 1 | 2 | 1 | 4 | 1 | | |
| 6 | Ms | Ranjana Tibrawalla | ADJPT0027G | 00542746 | Non-Executive - Independent Director | Not Applicable | | 13-05-1950 | No | | | | Active | NA | | 12-05-2023 | 12-05-2023 | | 1 | 1 | 1 | 0 | 0 | | |
| 7 | Mr | Prakash Chandra Kejriwal | AFJPK7010A | 00964460 | Non-Executive - Non Independent Director | Not Applicable | | 18-12-1968 | No | | | | Active | NA | | 12-05-2023 | 12-05-2023 | | | 1 | 0 | 0 | 0 | | |
| 8 | Mr | Akshay Poddar | AFUPP0096C | 00008686 | Non-Executive - Non Independent Director | Not Applicable | | 20-07-1976 | No | | | | Active | NA | | 11-09-2008 | 11-09-2008 | | | 5 | 0 | 3 | 1 | | |

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
|----|-----------------|----------------------|------------|----------|--|-------------------------|-------------------------|---------------|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|-----------------------------|-----------------------------|
| 9 | Mrs | Jyotsna Poddar | AFGPP2539E | 00055736 | Non-Executive - Non Independent Director | Not Applicable | | 26-07-1950 | No | | | | Active | NA | | 28-09-2015 | 28-09-2020 | | | 2 | 0 | 0 | 0 | | |
| 10 | Mr | Athar Shahab | AGZPS8777M | 01824891 | Non-Executive - Non Independent Director | Not Applicable | | 12-08-1968 | No | | | | Active | NA | | 07-02-2022 | 07-02-2022 | | | 3 | 0 | 4 | 1 | | |

Text Block

Textual Information(1)

1. The tenure for Directors has been counted for completed months for which they are serving on the Board.
2. Chairmanship in committees counted as Membership & Chairmanship of unlisted public co. also as Membership.

| Audit Committee Details | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Audit Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00080388 | Ravi Todi | Non-Executive - Independent Director | Chairperson | 14-05-2021 | | |
| 2 | 00053824 | S. K. Rungta | Non-Executive - Independent Director | Member | 30-05-2016 | | |
| 3 | 00170502 | Kishor Shah | Non-Executive - Independent Director | Member | 12-05-2023 | | |
| 4 | 00008686 | Akshay Poddar | Non-Executive - Non Independent Director | Member | 25-09-2010 | | |

| Nomination and remuneration committee | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00080388 | Ravi Todi | Non-Executive - Independent Director | Chairperson | 07-11-2022 | | |
| 2 | 00053824 | S. K. Rungta | Non-Executive - Independent Director | Member | 15-05-2018 | | |
| 3 | 00008686 | Akshay Poddar | Non-Executive - Non Independent Director | Member | 01-02-2014 | | |

| Stakeholders Relationship Committee | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00170502 | Kishor Shah | Non-Executive - Independent Director | Chairperson | 12-05-2023 | | |
| 2 | 00053824 | S. K. Rungta | Non-Executive - Independent Director | Member | 30-05-2016 | | |
| 3 | 00008686 | Akshay Poddar | Non-Executive - Non Independent Director | Member | 25-09-2010 | | |

| Risk Management Committee | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Risk Management Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00327907 | D. R. Kaarthikeyan | Non-Executive - Independent Director | Chairperson | 14-05-2021 | | |
| 2 | 00053824 | S. K. Rungta | Non-Executive - Independent Director | Member | 07-11-2022 | | |
| 3 | 01824891 | Athar Shahab | Non-Executive - Non Independent Director | Member | 07-02-2022 | | |

| Corporate Social Responsibility Committee | | | | | | | |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson | | | | | | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 01824891 | Athar Shahab | Non-Executive - Non Independent Director | Chairperson | 07-02-2022 | | |
| 2 | 00170502 | Kishor Shah | Non-Executive - Independent Director | Member | 12-05-2023 | | |
| 3 | 00080388 | Ravi Todi | Non-Executive - Independent Director | Member | 11-08-2021 | | |

| Other Committee | | | | | | |
|------------------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

| Disclosure of notes on meeting of board of directors explanatory | | | | | | | | |
|--|---|--|---|------------------------------|--|---|---|---|
| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
| 1 | 11-02-2023 | | | | Yes | 8 | 7 | 3 |
| 2 | 28-03-2023 | | 44 | | Yes | 7 | 7 | 3 |
| 3 | | 12-05-2023 | 44 | | Yes | 10 | 9 | 4 |

Annexure 1

IV. Meeting of Committees

| Disclosure of notes on meeting of committees explanatory | | | | | | | | | | |
|--|---------------------------------------|---|---|-------------------------|-------------------------------|--|--|--|---|--|
| Sr | Name of Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors Present (All Directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
| 1 | Audit Committee | 11-02-2023 | | | | Yes | 4 | 3 | 2 | 0 |
| 2 | Audit Committee | 12-05-2023 | 89 | | | Yes | 3 | 2 | 2 | 0 |
| 3 | Nomination and remuneration committee | 21-01-2023 | | | | Yes | 3 | 2 | 2 | 0 |
| 4 | Nomination and remuneration committee | 28-03-2023 | 65 | | | Yes | 3 | 3 | 2 | 0 |
| 5 | Nomination and remuneration committee | 19-04-2023 | 21 | | | Yes | 3 | 3 | 2 | 0 |
| 6 | Nomination and remuneration committee | 12-05-2023 | 22 | | | Yes | 3 | 2 | 1 | 0 |

Annexure 1

IV. Meeting of Committees

| Sr | Name of Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors Present (All Directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
|----|---|---|---|-------------------------|-------------------------------|--|--|--|---|--|
| 7 | Stakeholders Relationship Committee | 10-02-2023 | | | | Yes | 3 | 2 | 2 | 0 |
| 8 | Corporate Social Responsibility Committee | 10-02-2023 | | | | Yes | 3 | 2 | 2 | 0 |
| 9 | Risk Management Committee | 13-01-2023 | | | | Yes | 3 | 2 | 2 | 0 |

Annexure 1

V. Related Party Transactions

| Sr | Subject | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|--|----------------------------------|--|
| 1 | Whether prior approval of audit committee obtained | Yes | |
| 2 | Whether shareholder approval obtained for material RPT | NA | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes | |

Annexure 1

| VI. Affirmations | | |
|-------------------------|---|----------------------------|
| Sr | Subject | Compliance status (Yes/No) |
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities) | Yes |
| 6 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 7 | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | Yes |

Annexure 1

| Sr | Subject | Compliance status |
|----|-------------------|--|
| 1 | Name of signatory | Neha Singh |
| 2 | Designation | Company Secretary and Compliance Officer |

| Signatory Details | |
|--------------------------|--|
| Name of signatory | Neha Singh |
| Designation of person | Company Secretary and Compliance Officer |
| Place | Kolkata |
| Date | 14-07-2023 |