

21st January, 2026

National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400051
Symbol – TEXINFRA

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

Subject: Scrutinizer’s Report & E-Voting Results of Postal Ballot - Disclosure under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sirs,

We refer to our letter dated 19th December, 2025 enclosing the Postal Ballot Notice dated 16th December, 2025 seeking approval of the Members of the Company through postal ballot by electronic means (remote e-voting’) in relation to the Resolutions stated in the Notice. We now write to inform you that the Resolution has been duly approved by the Members of the Company with requisite majority.

The Resolutions passed by the Members through postal ballot is deemed to have been passed as if it has been passed at a duly convened general meeting of the Members.

In accordance with the provisions of the Companies Act, 2013 read with the relevant circulars issued by the Ministry of Corporate Affairs & Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the Company has extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form and accordingly no postal ballot forms were sent to the Members. The remote e-voting commenced at **9:00 a.m. on Saturday, 20th December, 2025** and ended at **5:00 p.m. on Monday, 19th January, 2026**.

An adventz group company

Registered Office:
Belgharia, Kolkata - 700 056, India
+91 33 2569 1500

✉ texinfra_cs@texmaco.in
🌐 www.texinfra.in

CIN : L70101WB1939PLC009800

Pursuant to the Listing Regulations, we are enclosing herewith the Scrutinizer's Report as **Annexure.**

This is for your information and record.

Thanking you,

For **Texmaco Infrastructure & Holdings Limited**

Rajat Arora
Company Secretary &
Compliance Officer

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Voting results	
Record date	12-12-2025
Total number of shareholders on record date	38875
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	5

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Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Anish Choudhury (DIN: 09403819) as the Managing Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	83842420	83742420	99.8807	83742420	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		83842420	83742420	99.8807	83742420	0	100.0000
Public-Institutions	E-Voting	4777690	1553835	32.5227	1482792	71043	95.4279	4.5721
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4777690	1553835	32.5227	1482792	71043	95.4279
Public- Non Institutions	E-Voting	38806480	3293931	8.4881	3289442	4489	99.8637	0.1363
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		38806480	3293931	8.4881	3289442	4489	99.8637
Total		127426590	88590186	69.5225	88514654	75532	99.9147	0.0853
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	83842420	83742420	99.8807	83742420	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		83842420	83742420	99.8807	83742420	0	100.0000
Public-Institutions	E-Voting	4777690	1553835	32.5227	1553835	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4777690	1553835	32.5227	1553835	0	100.0000
Public- Non Institutions	E-Voting	38806480	3293921	8.4881	3289432	4489	99.8637	0.1363
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		38806480	3293921	8.4881	3289432	4489	99.8637
Total		127426590	88590176	69.5225	88585687	4489	99.9949	0.0051
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Alteration of the Articles of Association of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		83742420	99.8807	83742420	0	100.0000	0.0000
	Poll	83842420	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	83842420	83742420	99.8807	83742420	0	100.0000	0.0000
Public-Institutions	E-Voting		1553835	32.5227	1553835	0	100.0000	0.0000
	Poll	4777690	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	4777690	1553835	32.5227	1553835	0	100.0000	0.0000
Public- Non Institutions	E-Voting		3293931	8.4881	3289442	4489	99.8637	0.1363
	Poll	38806480	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	38806480	3293931	8.4881	3289442	4489	99.8637	0.1363
Total		127426590	88590186	69.5225	88585697	4489	99.9949	0.0051
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of Material Related Party Transaction to be entered with Mr. Anish Choudhury.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	83842420	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		83842420	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	4777690	1553835	32.5227	1482792	71043	95.4279	4.5721
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4777690	1553835	32.5227	1482792	71043	95.4279
Public- Non Institutions	E-Voting	38806480	3293921	8.4881	3289417	4504	99.8633	0.1367
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)							
	Total		38806480	3293921	8.4881	3289417	4504	99.8633
Total		127426590	4847756	3.8044	4772209	75547	98.4416	1.5584
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	83742420
Public Insitutions	0
Public - Non Insitutions	0

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CIN : L70101WB1939PLC009800

Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of revision in remuneration of Mr. Gaurav Agarwala, Chief Executive ("CE") – Neora Unit holding office or place of profit.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	83842420	74312223	88.6332	74312223	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		83842420	74312223	88.6332	74312223	0	100.0000
Public-Institutions	E-Voting	4777690	1553835	32.5227	1553835	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4777690	1553835	32.5227	1553835	0	100.0000
Public- Non Institutions	E-Voting	38806480	3293921	8.4881	3289231	4690	99.8576	0.1424
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		38806480	3293921	8.4881	3289231	4690	99.8576
Total		127426590	79159979	62.1220	79155289	4690	99.9941	0.0059
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	9430197
Public Insitutions	0
Public - Non Insitutions	0

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Report of Scrutinizer

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended)]

To,
The Chairman
Texmaco Infrastructure & Holdings Limited
Belgharia, Kolkata – 700056

Sub: Scrutinizer Report on Postal Ballot by voting through Remote E-Voting

Dear Sir,

1. I, Niraj Agrawal, Chartered Accountant in practice, and Partner, H. K. Agrawal & Co., Chartered Accountants, have been appointed as the Scrutinizer by the Board of Directors of Texmaco Infrastructure & Holdings Limited (“Company”) for the purpose of Scrutinizing the Postal Ballot by electronic means only (“Remote E-Voting”) process in a fair and transparent manner on the resolutions contained in the Postal Ballot Notice dated 16th December 2025 (“Notice”) issued in accordance with the provisions of the Companies Act, 2013 read with the relevant circulars issued by the Ministry of Corporate Affairs (“MCA”), Government of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standards issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations [including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as amended from time to time]. The Notice sent sought the approval of the Members through Remote E-Voting only. The following are the resolutions as specified in the Postal Ballot Notice, referred above:

- a. **Special Resolution:** Appointment of Mr. Anish Choudhury (DIN: 09403819) as the Managing Director of the Company.
- b. **Special Resolution:** 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.
- c. **Special Resolution:** Alteration of the Articles of Association of the Company.
- d. **Ordinary Resolution:** Approval of Material Related Party Transaction to be entered with Mr. Anish Choudhury.
- e. **Ordinary Resolution:** Approval of revision in remuneration of Mr. Gaurav Agarwala, Chief Executive (“CE”) – Neora Unit holding office or place of profit.

2. Management’s Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of the Act and the Rules including MCA Circulars and Listing Regulations relating to postal ballot by voting through remote e-voting for the resolutions contained in the Postal Ballot Notice dated 16th December, 2025. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

3. Scrutinizer's Responsibility

My responsibility as a Scrutinizer is to ensure that postal ballot by voting through remote e-voting is carried out in a fair and transparent manner and to provide Scrutinizer's report on the votes cast "In Favour", "Against" and invalid votes, if any, on the resolutions contained in the Postal Ballot Notice dated 16th December, 2025, based on the reports generated from the e-voting system provided by KFinTech, being an Agency authorised under the Act and the Rules made thereunder, engaged by the Company to provide e-voting facility and attendant papers/documents furnished to me electronically by the Company and / or KFinTech for my verification.

4. For the purpose of this report, I have inter-alia reviewed the reports generated from the e-voting system provided by KFinTech and other related documents / information.
5. a) This report is issued in accordance with the terms of the Engagement Letter.
b) I have conducted the examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that I comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

6. Accordingly, I submit my report as under:

- i. As per the provisions of the Companies Act, 2013 read with the relevant circulars issued by the Ministry of Corporate Affairs ("MCA"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations [including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as amended from time to time], the Company has sought the approval of the Members by way of Postal Ballot by voting through electronic means only (Remote E-Voting) in relation to the resolutions as set out in the Notice dated 16th December, 2025. This Notice was sent through electronic mode to all the Members whose names appear in the Register of Members / beneficial owners maintained with the Depositories as on Friday, 12th December, 2025 i.e. the cut-off date fixed for the purpose of casting of votes by the Members.
- ii. Physical copies of the Postal Ballot Notice, postal ballot form and pre-paid business reply envelopes were not sent to the Members for this Postal Ballot due to exemption provided by MCA through its circulars.
- iii. The Company had engaged the services of M/s KFin Technologies Limited ('KFin') to provide Remote E-Voting facility to all its members to cast their votes electronically.
- iv. The Company issued Newspaper advertisement in Financial Express (English language newspaper) and Aajkal (Bengali language newspaper) on 17th December, 2025 to facilitate those Members who had not yet registered their e-mail address so that they could receive the Notice of Postal ballot and also participate in the e-voting.
- v. The Company issued Newspaper advertisement in Financial Express (English language newspaper) and Aajkal (Bengali language newspaper) on 20th December, 2025 informing the details relating to the Postal Ballot Notice including the completion of dispatch of the Notice to the Members of the Company, in compliance with the applicable provisions of the Companies Act, 2013 read with the relevant circulars issued by the Ministry of Corporate Affairs and the Listing Regulations.

- vi. Members holding shares as on Friday, 12th December, 2025 (cut-off date), were entitled to vote on the resolutions stated in the Notice of the Postal Ballot. The detailed manner of voting has been explained in the instructions given in the Notice of the Postal Ballot.
- vii. In accordance with the Notice of the Postal Ballot sent to the members and the Advertisement published pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Remote E-Voting period was commenced from 9.00 AM (IST) on Saturday, 20th December, 2025 and closed at 5.00 PM (IST) on Monday, 19th January, 2026.
- viii. After the conclusion of the voting, the votes cast during the Remote E-Voting were unblocked on Monday, 19th January, 2026 after 5:00 P.M., in the presence of two witnesses – Mr. Hari Krishna Agrawal and Mrs. Mita Dey who were not employees of the Company and the e-voting results / list of members who have voted for and against were downloaded from the e-voting website of KFin.
- ix. The votes cast by the Members through Remote E-Voting were reconciled with the Register of Members / Register of Beneficial Owners of the Company as on the cut-off date.
- x. Particulars of all the postal ballot votes cast through electronic means as recorded through an online platform from 9.00 AM (IST) on Saturday, 20th December, 2025 till 5.00 PM (IST) on Monday, 19th January, 2026 have been considered for scrutiny in this report.
- xi. I submit herewith the Scrutinizer's Report on the results of the Remote E-Voting, based on the reports generated at KFin Portal i.e. <https://evoting.kfintech.com> and relied upon by me as **Annexure -1** to this report.
- xii. After scrutiny of the Remote E-Voting result, I report that all the Resolutions as set out in items nos. 1 to 5 of the Notice of the Postal ballot have been **passed with requisite majority**.
- xiii. The electronic data and all other relevant records relating to Remote E-Voting are under my safe custody and will be handed over to Company Secretary and Compliance Officer of the Company, for safekeeping as provided in the Act read with the relevant Rules.

7. Restriction on Use

This Report has been issued at the request of the Company for (i) submission to Stock Exchanges; (ii) placing on the website of the Company and displaying on its Notice Board at the Registered Office; and (iii) placing on the website of KFinTech. This Report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you.

Yours faithfully,

UDIN : 26060313PYHTDV7650
Place : Kolkata
Date : 20.01.2026

CA Niraj Agrawal
Practising Chartered Accountant
Membership No. 060313

Partner
H. K. AGRAWAL & CO
Chartered Accountants
FRN No. 308090E

Texmaco Infrastructure & Holdings Limited – Scrutinizer’s Report on Postal Ballot

Item number of Notice and type of Resolution	Description	Total no. of votes cast	Total no. of valid votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes	Abstain votes	Remarks
				Nos.	%	Nos.	%	Nos.	Nos.	
1. Special Resolution	Appointment of Mr. Anish Choudhury (DIN: 09403819) as the Managing Director of the Company	8,85,90,191	8,85,90,191	8,85,14,654	99.91	75,532	0.09	0	5	Special Resolution was passed with requisite majority
2. Special Resolution	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	8,85,90,191	8,85,90,191	8,85,85,687	99.99	4,489	0.01	0	15	Special Resolution was passed with requisite majority
3. Special Resolution	Alteration of the Articles of Association of the Company	8,85,90,191	8,85,90,191	8,85,85,697	99.99	4,489	0.01	0	5	Special Resolution was passed with requisite majority.
4. * Ordinary Resolution	Approval of Material Related Party Transaction to be entered with Mr. Anish Choudhury	8,85,90,191	48,47,771	47,72,209	98.44	75,547	1.56	8,37,42,420	15	Ordinary Resolution was passed with requisite majority
5. * Ordinary Resolution	Approval of revision in remuneration of Mr. Gaurav Agarwala, Chief Executive (“CE”) – Neora Unit holding office or place of profit	8,85,90,191	7,91,59,994	7,91,55,289	99.99	4,690	0.01	94,30,197	15	Ordinary Resolution was passed with requisite majority

***Notes:**

- Certain members identified as related parties under the applicable provisions of the Companies Act, 2013 / SEBI (LODR) Regulations, 2015 were not entitled to vote on the aforesaid resolution. However, such members had exercised their voting rights through Remote E-Voting. In accordance with the applicable legal provisions, the votes cast by such related parties have been excluded from the computation of valid votes for the purpose of determining the results of the resolution. After excluding the votes cast by the related parties, the resolution has been passed with the requisite majority.
- Though certain related parties are shown as having abstained from voting, such abstentions are also by persons not entitled to vote and are accordingly not considered.

CA Niraj Agrawal
Practising Chartered Accountant
Membership No. 060313

Partner
H. K. AGRAWAL & CO
Chartered Accountants
FRN No. 308090E

UDIN : 26060313PYHTDV7650
Place : Kolkata
Date : 20.01.2026