

Monday, 14th September, 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

Dear Sirs,

Sub: Proceedings of 86th Annual General Meeting of the Company.

In terms of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, we enclose herewith copy of the proceedings of the 86th Annual General meeting of the Members of the Company held on Monday, 14th September, 2026 at 3:30 pm (IST) through Video Conferencing.

This is for your information and record.

Thanking you,

Yours faithfully,
For **Texmaco Infrastructure & Holdings Limited**

Ganesh Gupta
Chief Financial Officer

SUMMARY OF THE PROCEEDINGS OF THE EIGHTY-SIXTH ANNUAL GENERAL MEETING OF TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED HELD ON 14TH SEPTEMBER, 2026 AT 3:30 PM (IST)

The Eighty-Sixth Annual General Meeting ('AGM') of the Members of Texmaco Infrastructure & Holdings Limited ('Company') was held on Monday, 14th September, 2026 at 3:30 p.m. (IST) through Video Conferencing ('VC') in compliance with the relevant circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').

Mr. Akshay Poddar, Chairman, chaired the AGM of the Company.

The Meeting commenced at 3:30 p.m. (IST).

The Chairman welcomed the Members to the AGM. The Chairman thereafter, announced that the requisite quorum for the Meeting being present through VC, the Meeting was called to order.

The Chairman informed the Members that in view of the relaxations granted by the MCA and the SEBI and in order to ensure wider participation of the Members, the AGM was conducted through VC in compliance with the applicable provisions of the Companies Act, 2013 ('Act') & the rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with the relevant circulars.

The Chairman briefed the Members that the Company had taken all feasible efforts to enable Members to participate through VC and exercise their voting rights.

The Chairman thereafter, introduced the Directors and Key Managerial Personnel of the Company.

Messrs. Ravi Todi, Athar Shahab, Kishor Shah, Anish Choudhury, Rewati Raman Goenka, Ms. Jyotsna Poddar & Ms. Ranjana Tibrawalla, Directors of the Company and Mr. Ganesh Gupta, Chief Financial Officer ('CFO') attended the Meeting.

The Auditors were also present during the Meeting.

Mr. Ganesh Gupta, CFO briefed the Members regarding the arrangements made for the Meeting. The CFO informed that in order to enable the Members to participate at the AGM through VC facility, the Company had availed the services of M/s. KFin Technologies Limited, Registrar & Share Transfer Agent of the Company.

The Company had appointed Mr. Niraj Agrawal, Practicing Chartered Accountant (Membership No. 060313), as Scrutinizer for the AGM.

It was further informed that the Members were provided with the facility to exercise their right to vote on Resolutions by electronic means, through remote e-voting. The remote e-voting commenced at 9:00 a.m. on Thursday, 10th September, 2026 and ended at 5:00 p.m. on Sunday, 13th September, 2026. The facility for e-voting during the AGM ('Instapoll') was also made available in accordance with the provisions of the Act and the Listing Regulations.

The Chairman deliberated the Members on the Company's overall performance during the financial year 2025-26 and business prospects of the Company.

The Chairman informed the Members that the Notice convening the AGM, Audited Financial Statements and the Reports of the Board of Directors & the Auditors thereon for the financial year ended 31st March, 2026 were taken as read as the same had already been circulated to the Members. As there were no qualifications in the Report of the Auditors, the same were not required to be read.

The Chairman thereafter, requested the CFO to give a brief of the Resolutions forming part of the Notice of the AGM. The CFO informed the Members that there were in total 7 (Seven) Resolutions proposed to be transacted at the AGM. Since the Notice had already been circulated to the Members and the Resolutions had been put to vote through remote e-voting, the CFO provided a brief of the Resolutions for the benefit of the Members attending the Meeting.

The items as per the AGM Notice dated 3rd August, 2026 were transacted as follows:

ORDINARY BUSINESS

Item No. 1: Ordinary Resolution:

Adoption of Standalone Audited Financial Statements of the Company for the financial year ended 31st March 2026 together with the Reports of the Board of Directors and Auditors thereon.

Item No. 2: Ordinary Resolution:

Adoption of Consolidated Audited Financial Statements of the Company for the financial year ended 31st March 2026 and the Report of the Auditors thereon.

Item No. 3: Ordinary Resolution:

Declaration of Dividend on Equity Shares for the financial year ended 31st March 2026.

Item No. 4: Ordinary Resolution:

Re-appointment of Mr. Akshay Poddar (DIN: 00008686), Non-Executive & Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 5: Ordinary Resolution:

Ratification of remuneration payable to Messrs DGM & Associates, Cost Accountants (Firm Registration No. 000038) to conduct Audit of Cost Records of the Company for the financial year ending 31st March, 2027.

Item No. 6: Special Resolution:

Adoption of new set of Memorandum of Association of the Company as per the Companies Act, 2013.

Item No. 7: Special Resolution:

Adoption of new set of Articles of Association of the Company as per the Companies Act, 2013.

The Chairman thereafter, requested the Members who had earlier registered themselves as speakers to seek clarifications or ask their questions in relation to items of business, which were addressed by the Chairman and senior executives of the Company.

The Chairman then thanked all the Shareholders and informed that those Shareholders who had not been able to cast their votes by remote e-voting, and are otherwise not barred from doing so, may avail the facility of Instapoll during the meeting. The Instapoll was kept open till 15 minutes after conclusion of proceedings.

The Chairman thereafter, announced that combined Results of remote e-voting and Instapoll would be made available on the website of the Company and also on the website of Stock Exchange(s), where the Equity Shares of the Company are listed i.e. National Stock Exchange of India Ltd. and BSE Limited, within 2 (two) working days from the conclusion of the Meeting.

The Meeting concluded at 4:58 p.m. after being open for 15 minutes for Instapoll to be completed.

Yours faithfully,

For **Texmaco Infrastructure & Holdings Limited**

Ganesh Gupta
Chief Financial Officer