Texmaco
Infrastructure & Holdings Ltd.

adventz

16th December, 2025

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

Sub: Intimation under Regulation 30 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Dear Sirs,

We write to inform you that the Board of Directors of the Company has inter-alia approved the following: -

i. Re-appointment of Mr. Ravi Todi (DIN: 00080388) as an Independent Director of the Company w.e.f 14th May, 2026 for a second term of 5 (five) years as per the terms & conditions recommended by the Nomination and Remuneration Committee and in accordance with the provisions of the Companies Act, 2013 , the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, subject to the approval of the shareholders.

ii. Alteration of the Articles of Association ('AOA') of the Company, subject to the approval of the shareholders.

The details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 in relation to re-appointment is marked as **Annexure A** and in relation to alteration in AOA of the Company is marked as **Annexure B**.

This is for your information and record.

Thanking you,

Yours faithfully,
For Texmaco Infrastructure & Holdings Limited

Rajat Arora
Digitally signed by Rajat Arora
Date: 2025.12.16 15:24:40 +05'30'

Rajat Arora
Company Secretary &
Compliance Officer

Annexure A

Particulars	Details
Name	Mr. Ravi Todi
Reason for change viz. ~~appointment,~~ re-appointment, ~~resignation, removal, death or otherwise~~	Re- Appointment of Mr. Ravi Todi (DIN: 00080388) as an Independent Director of the Company.
Date of ~~appointment/~~ reappointment/ ~~cessation (as applicable)~~ & term of ~~appointment/~~reappointment	Re-appointment as an Independent Director of the Company for a second term of 5 (five) years w.e.f. 14th May, 2026, subject to the approval of the shareholders.
Brief profile (in case of appointment)	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.
Disclosure of relationships between directors (in case of appointment of a director)	He is not related to any Director / Promoter / Promoter Group / KMP of the Company.
Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018-19	He is not debarred from holding the office of director pursuant to any SEBI order or any other authority.

Annexure -B

Particulars	Details
Amendments to ~~memorandum and~~ articles of association of listed entity, in brief.	The Board of Directors of the Company have approved the alteration the existing Articles of Association ('AoA') of the Company with substitution of clauses 46 & 47 with the following clauses,subject to the approval of the shareholders: *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*

Registered Office:
Belgharia, Kolkata - 700 056, India
+91 33 2569 1500
texinfra_cs@texmaco.in
www.texinfra.in
CIN : L70101WB1939PLC009800

	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.

Registered Office:
Belgharia, Kolkata - 700 056, India
+91 33 2569 1500
texinfra_cs@texmaco.in
www.texinfra.in
CIN : L70101WB1939PLC009800