



Texmaco Rail & Engineering Ltd.

Belgharia Works

CIN L29261WB1998PLC087404

30th May, 2022

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

BSE Limited
P. J. Towers,
Dalal Street,
Mumbai - 400001
Scrip Code - 533326

Dear Sirs,


We are enclosing herewith the Secretarial Compliance Report of the Company for the financial year ended 31st March, 2022 issued by M/s. S. R. Associates, Practicing Company Secretaries and the Secretarial Auditor of the Company, pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and record.

Thanking you.

Yours faithfully,

For **Texmaco Rail & Engineering Limited**


Ravi Varma
Company Secretary &
Compliance Officer



Secretarial Compliance Report of Texmaco Rail & Engineering Limited for the year ended 31.03.2022

We, S. R. & Associates, Company Secretaries in Practice have examined:

- (a) all the documents and records made available to us and explanation provided by **TEXMACO RAIL & ENGINEERING LIMITED** ("the Listed Entity"),
- (b) the filings/submissions made by the Listed Entity to the stock exchanges, namely National Stock Exchange of India Ltd. and BSE Limited,
- (c) website of the Listed Entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2022 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- (f) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (g) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and
- (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
and circulars/guidelines issued thereunder;
- (i) Clauses 6(A) and 6(B) of the SEBI Circular no. CIR/CFD/CMD1/114/2019 dated 18th October, 2019.

and based on the above examination, we hereby report that, during the Review Period:

- (a) The Listed Entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

Note: During the Review Period, as on 31st March, 2022, there were 5 (five) Independent Directors on the Board of the Company as Mr. Amal Chandra Chakraborti (DIN: 00015622), Independent Director of the Company, in view of his advancing age, has resigned w.e.f close of business on 7th February, 2022.

The Company, thereafter on 6th May, 2022 appointed Mr. Amitabha Guha (DIN: 02836707) as an Independent Director of the Company in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- (b) The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) The following are the details of actions taken against the Listed Entity /its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary if any
NIL				



Continuation Sheet

(d) The Listed Entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended 31 st March, 2021	Actions taken by the Listed Entity, if any	Comments of the Practicing Company Secretary on the actions taken by the Listed Entity
1	<p>The Company was required to appoint an Independent Director on the Board post appointment of Mr. Ashish Kumar Gupta as Deputy Managing Director w.e.f 17th November, 2020 in terms of Regulation 17(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').</p> <p>The Company had received letters from the stock exchanges under SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 relating to appointment of Independent Directors on the Board.</p>	FY 2020-21	<p>The Company had submitted its reply to Stock Exchanges informing that the Company was in the process of identifying Independent Director(s) for appointment on the Board of Directors of the Company.</p> <p>Subsequently, the Board of Directors appointed Mr. Virendra Sinha (DIN: 03113274) & Ms. Rusha Mitra (DIN: 08402204) as Independent Directors of the Company w.e.f. 17th February, 2021.</p> <p>The Company is in compliance with the applicable provisions of the Listing Regulations.</p>	Complied



For S R & Associates
Practicing Company Secretaries

Geeta Roy Chowdhury

Partner

Unique Code of Partnership Firm: **P2008WB016700**
Name of Company Secretary in Practice: **Geeta Roy Chowdhury**
Membership No: **FCS 7040; C.P. No.: 7741**
Unique Code Number: **12010WB714700**

Place: Kolkata

Dated: 28th May, 2022

UDIN: F007040D000415767

GEETA ROY CHOWDHURY
COMPANY SECRETARY IN PRACTICE
16A, SHAKESPEARE SARANI,
KOLKATA-700071
FCS 7040