

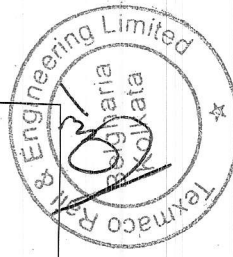
1. Name of Listed Entity: **TEXMACO RAIL & ENGINEERING LIMITED**

2. Quarter ended: **30th September, 2018**

Scrip Code: **BSE - 533326, NSE - TEXRAIL, CSE - 30285**

I. Composition of Board of Directors

| Title (Mr./ Ms) | Name of the Director | PAN ^s & DIN | Category (Chairperson /Executive/No n - Executive/inde pendent/Nomi nee) | Date of Appointment in the current term /cessation | Tenure (in years) | No. of Directorship in listed entities including this listed entity (Refer Regulation 25(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) |
|-----------------------|-------------------------|--------------------------|--|--|-----------------------------|--|---|---|
| Mr. | S. K. Poddar | AFTPP2386N & 00008654 | Chairperson- Executive | 25.09.2015 | N.A. | 5 | - | - |
| Mr. | A. C. Chakrabortti | ACVPC2338Q & 00015622 | Independent | 04.09.2014 | 5 (w.e.f. 04.09.2014) | 3 | 2 | 2 |
| Mr. | D. R. Kaarthikeyan | AAXPK8665Q & 00327907 | Independent | 04.09.2014 | 5 (w.e.f. 04.09.2014) | 5 | 4 | - |
| Mr. | Sabyasachi Hajara | ABFPH9916A & 00004485 | Independent | 28.09.2015 | 3 (w.e.f. 28.09.2015) | 3 | - | 1 |



| | | | | | | | | |
|-----|-------------------------|--------------------------|---------------|------------|-----------------------------|---|---|---|
| Mr. | Sunil Mitra | AEMPM5982P & 00113473 | Independent | 04.09.2014 | 5 (w.e.f. 04.09.2014) | 4 | 5 | - |
| Ms. | Mridula Jhunjhunwala | AENPJ8611H & 05339373 | Independent | 20.03.2018 | 3 (w.e.f. 20.03.2018) | 1 | 1 | - |
| Mr. | V. K. Sharma | ALJPS1980M & 02051084 | Independent | 29.06.2016 | 3 (w.e.f. 29.06.2016) | 2 | 2 | - |
| Mr. | Utsav Parekh | AGHPP4467H & 00027642 | Independent | 04.09.2018 | 5 (w.e.f. 04.09.2018) | 5 | 2 | 2 |
| Mr. | Akshay Poddar | AFUPP0096C & 00008686 | Non-executive | 02.09.2011 | N.A. | 5 | 3 | 1 |
| Mr. | D. H. Kela | AEMPK2020A & 01050842 | Executive | 25.09.2016 | N.A. | 1 | 1 | - |
| Mr. | Sandeep Fuller | AADPF9865B & 06754262 | Executive | 15.05.2018 | N.A. | 1 | 2 | - |
| Mr. | A. K. Vijay | ABQPV3413R & 01103278 | Executive | 01.01.2018 | N.A. | 2 | 1 | - |
| Mr. | G. C. Agrawal | ACPPA7609G & 08132434 | Executive | 15.05.2018 | N.A. | 1 | - | - |



^s PAN number of any director would not be displayed on the website of Stock Exchange.

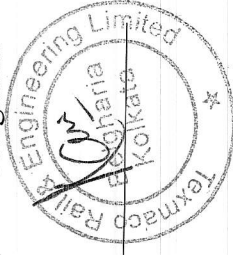
& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non-executive/independent/Nominee) # |
|---|--|--|
| 1. Audit Committee | Mr. A. C. Chakrabortti Mr. D. R. Kaarthekeyan Ms. Mridula Jhunjhunwala Mr. Sandeep Fuller | Chairperson-Independent Independent Independent Executive |
| 2. Nomination and Remuneration Committee | Mr. A. C. Chakrabortti Ms. Mridula Jhunjhunwala Mr. Sunil Mitra Mr. Akshay Poddar | Chairperson - Independent Independent Independent Non - executive |
| 3. Risk Management Committee(if applicable) | | Not Applicable |
| 4. Stakeholders Relationship Committee | Mr. Akshay Poddar Mr. Sunil Mitra Mr. D. H. Kela Mr. A. K. Vijay | Chairperson - Non-executive Independent Executive Executive |

Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.



III. Meeting of Board of Directors

| <i>Date(s) of Meeting (if any) in the previous quarter</i> | <i>Date(s) of Meeting (if any) in the relevant quarter</i> | <i>Maximum gap between any two consecutive (in number of days)</i> |
|--|--|--|
| 15 th May, 2018 | 30 th July, 2018 | 75 days |

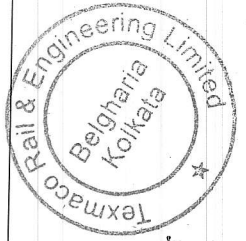
IV. Meeting of Committees

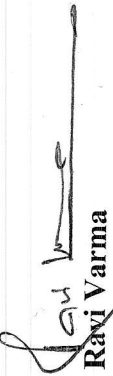
| <i>Date(s) of Meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Date(s) of Meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days**</i> |
|--|--|--|---|
| Audit Committee 30 th July, 2018 | Yes | 15 th May, 2018 | 75 days |

** This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional



| V. Related Party Transactions | |
|--|--------------------------------------|
| Subject | Compliance status (Yes/No/NA) |
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | N. A. |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes |
| Note | |
| <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> | |
| VI. Affirmations | |
| <p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <ol style="list-style-type: none"> a. Audit Committee b. Nomination and Remuneration Committee c. Stakeholders Relationship Committee <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>4. 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.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:- The report will be placed before the Board of Directors at its forthcoming meeting.</p> | |




Ravi Varma
 Company Secretary & Compliance Officer
 Date: 9th October, 2018

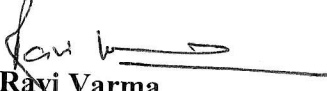
Report for the Half year ended 30th September, 2018

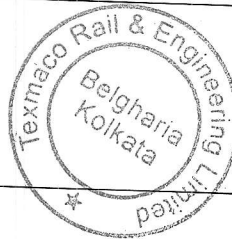
I Affirmations

| Broad heading | Regulation Number | Compliance status (Yes/No/NA) refer note below |
|--|--------------------------------------|---|
| <i>Copy of the Annual Report including Balance Sheet, Profit and Loss Account, Directors' Report, Corporate Governance Report, Business Responsibility Report displayed on website</i> | 46(2) | Yes |
| <i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i> | 18(1)(d) | Yes |
| <i>Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting</i> | 19(3) | Yes |
| <i>Whether "Corporate Governance Report" disclosed in Annual Report</i> | 34(3) read with Para C of Schedule V | Yes |

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.


Ravi Varma
Company Secretary & Compliance Officer



Date: 9th October, 2018