

**General information about company**

Scrip code	533326
NSE Symbol	TEXRAIL
MSEI Symbol	NOTLISTED
ISIN	INE621L01012
Name of the entity	Texmaco Rail & Engineering Limited
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Half Yearly
Date of Report	30-09-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory							Textual Information(1)	
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							No	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	S. K. Poddar	AFTPP2386N	00008654	Executive Director	Chairperson related to Promoter		15-09-1945
2	Mr	D. R. Kaarthikeyan	AAXPK8665Q	00327907	Non-Executive - Independent Director	Not Applicable		02-10-1939
3	Mr	Utsav Parekh	AGHPP4467H	00027642	Non-Executive - Independent Director	Not Applicable		28-08-1956
4	Mr	Virendra Sinha	BRFPS3558A	03113274	Non-Executive - Independent Director	Not Applicable		13-07-1955
5	Mr	P. S. Bhattacharyya	ACZPB3511C	00329479	Non-Executive - Independent Director	Not Applicable		27-02-1951
6	Ms	Rusha Mitra	BVSPS9263D	08402204	Non-Executive - Independent Director	Not Applicable		20-03-1985
7	Mr	Amitabha Guha	AAOPG6613K	02836707	Non-Executive - Independent Director	Not Applicable		10-11-1948
8	Mr	Akshay Poddar	AFUPP0096C	00008686	Non-Executive - Non Independent Director	Not Applicable		20-07-1976
9	Mr	Indrajit Mookerjee	AELPM6506J	01419627	Executive Director	Not Applicable		19-09-1947
10	Mr	Sudipta Mukherjee	AIKPM3328F	06871871	Executive Director	Not Applicable		01-01-1975
11	Mr	D. H. Kela	AEMPK2020A	01050842	Executive Director	Not Applicable		30-04-1941
12	Mr	A. K. Vijay	ABQPV3413R	01103278	Executive Director	Not Applicable		04-07-1953

**I. Composition of Board of Directors**

**Disqualification of Directors under section 164 of the Companies Act, 2013**

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active
10	No				Active
11	No				Active
12	No				Active

**I. Composition of Board of Directors**

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	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)	Notes for not providing PAN	Notes for not providing DIN
1	NA		25-09-2010	25-09-2020			6	0	0	0		
2	Yes	09-09-2019	02-09-2011	04-09-2019		108	4	4	3	1		
3	NA		04-09-2018	04-09-2023		60	7	5	9	4		
4	NA		17-02-2021	17-02-2021		31	3	3	2	0		
5	NA		01-01-2022	01-01-2022		21	4	4	6	2		
6	NA		17-02-2021	17-02-2021		31	7	7	7	3		
7	Yes	22-06-2022	06-05-2022	06-05-2022		16	3	3	3	0		
8	NA		02-09-2011	02-09-2011			5	0	3	1		
9	NA		02-04-2020	02-04-2023			1	0	1	0		
10	NA		01-06-2023	01-06-2023			1	0	0	0		
11	NA		01-01-2010	25-09-2021			1	0	1	0		
12	NA		01-01-2015	01-01-2023			2	0	1	0		

**Text Block**

Textual Information(1)	<ol style="list-style-type: none"><li>1. The Tenure for Directors has been counted for completed months for which they are serving on the Board.</li><li>2. The tenure for Mr. D. R. Kaarthikeyan has been counted from 4th September, 2014 post his appointment under the Companies Act, 2013.</li><li>3. The Chairmanship in the Committees is also considered as membership in this Report. In reference to Disclosure under Regulation 26(1) of the SEBI (LODR) Regulations, 2015, we have considered Chairmanship of Audit &amp; Stakeholders Relationship Committee pertaining to only listed entities and Chairmanship of unlisted public entities is considered as Membership only.</li><li>4. Mr. Amitabha Guha would be attaining the age of 75 years during his tenure of directorship. Hence, Special Resolution under Regulation 17(1A) of the SEBI (LODR) Regulations, 2015 has been obtained.</li><li>5. Mr. Sudipta Mukherjee has been appointed w.e.f. 1st June, 2023 and designated as Deputy Managing Director.</li></ol>
------------------------	--

<b>Audit Committee Details</b>							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00027642	Utsav Parekh	Non-Executive - Independent Director	Chairperson	14-05-2021		
2	00327907	D. R. Kaarthikeyan	Non-Executive - Independent Director	Member	30-05-2013		
3	02836707	Amitabha Guha	Non-Executive - Independent Director	Member	20-05-2022		
4	01419627	Indrajit Mookerjee	Executive Director	Member	07-11-2022		

<b>Nomination and remuneration committee</b>							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00027642	Utsav Parekh	Non-Executive - Independent Director	Chairperson	14-05-2021		
2	00008686	Akshay Poddar	Non-Executive - Non Independent Director	Member	01-04-2013		
3	00329479	P. S. Bhattacharyya	Non-Executive - Independent Director	Member	01-01-2022		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00008686	Akshay Poddar	Non-Executive - Non Independent Director	Chairperson	06-02-2012		
2	01050842	D. H. Kela	Executive Director	Member	25-09-2010		
3	01103278	A. K. Vijay	Executive Director	Member	26-09-2016		
4	08402204	Rusha Mitra	Non-Executive - Independent Director	Member	09-12-2021		



<b>Risk Management Committee</b>							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00327907	D. R. Kaarhikeyan	Non-Executive - Independent Director	Chairperson	14-05-2021		
2	01419627	Indrajit Mookerjee	Executive Director	Member	14-05-2021		
3	01103278	A. K. Vijay	Executive Director	Member	14-05-2021		

<b>Corporate Social Responsibility Committee</b>							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01050842	D. H. Kela	Executive Director	Chairperson	01-04-2013		
2	00027642	Utsav Parekh	Non-Executive - Independent Director	Member	09-12-2021		
3	01103278	A. K. Vijay	Executive Director	Member	07-11-2022		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	27-04-2023				Yes	11	8	4
2	12-05-2023		14		Yes	11	11	6
3		17-07-2023	65		Yes	12	12	6
4		03-08-2023	16		Yes	12	12	6
5		15-09-2023	42		Yes	12	12	6

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	12-05-2023				Yes	4	4	3	0
2	Audit Committee	03-08-2023	82			Yes	4	4	3	0
3	Nomination and remuneration committee	17-04-2023				Yes	3	3	2	0
4	Nomination and remuneration committee	01-06-2023	44			Yes	3	3	2	0
5	Nomination and remuneration committee	17-07-2023	45			Yes	3	3	2	0
6	Risk Management Committee	12-07-2023				Yes	3	3	1	0

**Annexure 1**

**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Risk Management Committee	02-08-2023	20			Yes	3	3	1	0

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

### Annexure 1

#### VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes



**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	K. K. Rajgaria
2	Designation	Company Secretary and Compliance Officer

### Annexure III

#### III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
6				

**Annexure III**

1	Name of signatory	K. K. Rajgaria
2	Designation	Company Secretary and Compliance Officer

<b>Additional Half yearly Disclosure</b>			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	NIL	0	0
Promoter Group or any other entity controlled by them	NIL	0	0
Directors (including relatives) or any other entity controlled by them	NIL	0	0
KMPs or any other entity controlled by them	NIL	0	0
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	0	0
Promoter Group or any other entity controlled by them	NIL	0	0

Directors (including relatives) or any other entity controlled by them	NIL	0	0
KMPs or any other entity controlled by them	NIL	0	0
(D) Additional Information			Textual Information(2)
<b>II. Affirmations</b>			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	Hemant Bhuwania		
Designation	CFO		
Place	Kolkata		
Date	12-10-2023		

**Text Block**

Textual Information(3)

Since the Company has not advanced any loan, guarantee, comfort letter to Promoters / Promoter group or any other entity controlled by them or to Directors (including relatives) or any other entity controlled by them or to KMPs or any other entity controlled by them or provided security in connection with the above loan, therefore, we have selected "YES" as the Compliance Status in Affirmation Section is as per the FAQ issued.

<b>Details of Cyber security incidence</b>	
--	--

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
--	----

**Signatory Details**

Name of signatory	K. K. Rajgaria
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	12-10-2023