

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	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
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	Disqualification of Directors under section 164 of the Companies Act, 2013																
Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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 (Refer Regulation 17A(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)	Notes for not providing PAN	Notes for not providing DIN
Mr	S. K. Poddar	AFTPP2386N	00008654	Executive Director	Chairperson related to Promoter		15-09-1945	No				Active	NA		25-09-2010	25-09-2020			6	0	0	0		
Mr	D. R. Kaarthikeyan	AAXP8665Q	00327907	Non-Executive - Independent Director	Not Applicable		02-10-1939	No				Active	Yes	09-09-2019	02-09-2011	04-09-2019		102	5	5	3	0		
Mr	Utsav Parekh	AGHPP4467H	00027642	Non-Executive - Independent Director	Not Applicable		28-08-1956	No				Active	NA		04-09-2018	04-09-2018		54	7	5	7	4		
Mr	Virendra Sinha	BRFPS3558A	03113274	Non-Executive - Independent Director	Not Applicable		13-07-1955	No				Active	NA		17-02-2021	17-02-2021		25	3	3	2	0		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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 (Refer Regulation 17A(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)	Notes for not providing PAN	Notes for not providing DIN
Mr	P. S. Bhattacharyya	ACZPB3511C	00329479	Non-Executive - Independent Director	Not Applicable		27-02-1951	No				Active	NA		01-01-2022	01-01-2022		15	4	4	6	2		
Ms	Rusha Mitra	BVSPS9263D	08402204	Non-Executive - Independent Director	Not Applicable		20-03-1985	No				Active	NA		17-02-2021	17-02-2021		25	7	7	7	3		
Mr	Amitabha Guha	AAOPG6613K	02836707	Non-Executive - Independent Director	Not Applicable		10-11-1948	No				Active	Yes	22-06-2022	06-05-2022	06-05-2022		10	3	3	4	0		
Mr	Akshay Poddar	AFUPP0096C	00008686	Non-Executive - Non Independent Director	Not Applicable		20-07-1976	No				Active	NA		02-09-2011	02-09-2011			5	0	3	1		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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 (Refer Regulation 17A(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)	Notes for not providing PAN	Notes for not providing DIN
Mr	Indrajit Mookerjee	AELPM6506J	01419627	Executive Director	Not Applicable		19-09-1947	No				Active	NA		02-04-2020	01-01-2022			1	0	1	0		
Mr	D. H. Kela	AEMPK2020A	01050842	Executive Director	Not Applicable		30-04-1941	No				Active	NA		01-01-2010	25-09-2021			1	0	1	0		
Mr	A. K. Vijay	ABQPV3413R	01103278	Executive Director	Not Applicable		04-07-1953	No				Active	NA		01-01-2015	01-01-2023			1	0	1	0		

Text Block	
Textual Information(1)	<ol style="list-style-type: none">1. The Tenure for Directors has been counted for completed months for which they are serving on the Board.2. The tenure for Mr. D. R. Kaarthikeyan has been counted from 4th September, 2014 post his appointment under the Companies Act, 2013.3. 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 & Stakeholders Relationship Committee pertaining to only listed entities and Chairmanship of unlisted public entities is considered as Membership only.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.

Audit Committee Details							
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		

Nomination and remuneration committee							
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		

Risk Management Committee							
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. Kaarthikeyan	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		

Corporate Social Responsibility Committee							
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		

Other Committee						
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	07-11-2022				Yes	11	11	6
2		11-02-2023	95		Yes	11	11	6
3		14-03-2023	30		Yes	11	9	4

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	07-11-2022				Yes	3	3	3	0
2	Audit Committee	11-02-2023	95			Yes	4	4	3	0
3	Audit Committee	14-03-2023	30			Yes	4	3	2	0
4	Nomination and remuneration committee	04-11-2022				Yes	3	3	2	0
5	Nomination and remuneration committee	28-03-2023	143			Yes	3	3	2	0
6	Stakeholders Relationship Committee	10-02-2023				Yes	4	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	Corporate Social Responsibility Committee	09-02-2023				Yes	3	3	1	0
8	Risk Management Committee	13-01-2023				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	Ravi Varma
2	Designation	Company Secretary and Compliance Officer

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.texmaco.in/who-we-are/corporate-profile/
2	Terms and conditions of appointment of independent directors	Yes		https://www.texmaco.in/wp-content/uploads/2023/01/Annexure-7.pdf
3	Composition of various committees of board of directors	Yes		https://www.texmaco.in/wp-content/uploads/2023/01/Composition-of-Committee.pdf
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.texmaco.in/wp-content/uploads/2022/11/Code_of_Conduct.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.texmaco.in/wp-content/uploads/2023/01/Whistle-Blower-Policy.pdf
6	Criteria of making payments to non-executive directors	Yes		https://www.texmaco.in/wp-content/uploads/2023/01/REMUNERATION_POLICY_TexRail.pdf
7	Policy on dealing with related party transactions	Yes		https://www.texmaco.in/wp-content/uploads/2023/01/RPTP.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://www.texmaco.in/wp-content/uploads/2023/01/Annexure-10.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.texmaco.in/wp-content/uploads/2023/01/FPFID.pdf

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.texmaco.in/investors-relation/shareholders-information/
11	email address for grievance redressal and other relevant details	Yes		https://www.texmaco.in/investors-relation/shareholders-information/
12	Financial results	Yes		https://www.texmaco.in/investors-relation/quarterly-results/
13	Shareholding pattern	Yes		https://www.texmaco.in/investors-relation/shareholding-pattern/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://www.texmaco.in/wp-content/uploads/2023/02/Investor-meet_15-02-2023_Recording.pdf
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.texmaco.in/wp-content/uploads/2023/02/Newspaper-Publication_AGM-post-Dispcatch.pdf
18	Credit rating or revision in credit rating obtained	Yes		https://www.texmaco.in/investors-relation/corporate-announcement/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.texmaco.in/wp-content/uploads/2023/02/FINANCIALS-FY-21-22-RAIL-ELECTRIFICATION.pdf
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.texmaco.in/
21	Materiality Policy as per Regulation 30	Yes		https://www.texmaco.in/wp-content/uploads/2023/01/PFDOM.pdf
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://www.texmaco.in/wp-content/uploads/2023/01/Dividend_Distribution_Policy.pdf
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://www.texmaco.in/

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	Ravi Varma
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II

1	Name of signatory	Ravi Varma
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(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) 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			
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
(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			
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)
II. Affirmations			
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	Yes	Textual Information(3)	

relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		
Name	Hemant Bhuwania	
Designation	CFO	
Place	Kolkata	
Date	21-04-2023	

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.

Signatory Details	
Name of signatory	Ravi Varma
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	21-04-2023