

TEXMACO RAIL & ENGINEERING LIMITED

CIN: L29261WB1998PLC087404

Registered Office: Belgharia, Kolkata - 700056

Phone No.: (033) 2569 1500

Website: www.texmaco.in, Email: texrail_cs@texmaco.in

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Twenty-Seventh Annual General Meeting of **TEXMACO RAIL & ENGINEERING LIMITED** will be held on **Monday, 22nd September 2025 at 2:30 p.m. (IST)** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following businesses.

The venue of the Meeting shall be deemed to be the Registered Office of the Company at Belgharia, Kolkata - 700056.

ORDINARY BUSINESS

Item No. 1

To consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31st March 2025 together with the Reports of the Board of Directors and Auditors thereon.

Item No. 2

To consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March 2025 and the Report of the Auditors thereon.

Item No. 3

To declare dividend on Equity Shares for the financial year ended 31st March 2025.

Item No. 4

To appoint a Director in place of Mr. Indrajit Mookerjee (DIN: 01419627), who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 5

To appoint a Director in place of Mr. Sudipta Mukherjee (DIN: 06871871), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 6: To ratify the remuneration payable to Messrs DGM & Associates, Cost Accountants (Firm Registration No: 000038) for the financial year 2025-2026.

To consider and if thought fit, to pass the following Resolution as an ORDINARY RESOLUTION:-

"RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of Messrs DGM & Associates, Cost Accountants (Firm Registration No. 000038), appointed as the Cost Auditors by the Board of Directors of the Company, to conduct the Audit of the Cost Records of the Company for the financial year ending 31st March 2026, at ₹2,70,000 (Rupees Two Lakh Seventy Thousand only) plus applicable taxes and out-of-pocket expenses be and is hereby ratified."

Item No. 7: To appoint Messrs S.R. & Associates as the Secretarial Auditors of the Company.

To consider and if thought fit, to pass the following Resolution as an ORDINARY RESOLUTION:-

"RESOLVED that pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and Regulation 24A and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Board of Directors of the Company, Messrs S.R. & Associates, Practicing Company Secretaries, (Firm Registration No: P2008WB016700) be and are hereby appointed as the Secretarial Auditors of the Company for a period of 5 (five) years commencing from the financial year 2025-26 till the

financial year 2029-30, at such remuneration as may be decided by the Board of Directors in consultation with the Secretarial Auditor.”

“FURTHER RESOLVED that the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to the Resolution.”

Item No. 8: To re-appoint Mr. Saroj Kumar Poddar (DIN: 00008654), as the Executive Director & Chairman of the Company.

To consider and if thought fit, to pass the following Resolution as a SPECIAL RESOLUTION:-

“RESOLVED that pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee ('NRC'), review of Audit Committee and as approved by the Board of the Directors of the Company, consent of the members of the Company be and is hereby accorded to re-appoint Mr. Saroj Kumar Poddar (DIN: 00008654) as Executive Director and the Chairman of the Company, not liable to retire by rotation, for a period of 5 (five) years with effect from 25th September 2025, on the terms and conditions including remuneration as set out in the explanatory statement annexed to this Notice.”

“FURTHER RESOLVED that the Board of Directors (which term includes its Committee thereof) be and is hereby authorised to increase, fix, vary, alter or modify the terms, conditions and remuneration payable to Mr Saroj Kumar Poddar as Executive Director & Chairman, in accordance with the HR Policy of the Company and to the extent as recommended by NRC and approved by the Board of Directors from time to time as deem appropriate and as per details of remuneration set out in the explanatory statement annexed to this notice, subject to overall limits stipulated under the applicable provisions and to do all necessary acts, deeds and things, which may be considered necessary or expedient to give effect to the aforesaid Resolution.”

Item No. 9: To re-appoint Mr. Ashok Kumar Vijay (DIN: 01103278), as the Executive Director of the Company.

To consider and if thought fit, to pass the following Resolution as a SPECIAL RESOLUTION:-

“RESOLVED that pursuant to the provisions of Sections 196,

197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee ('NRC') and as approved by the Board of the Directors of the Company, consent of the members of the Company be and is hereby accorded to re-appoint Mr. Ashok Kumar Vijay (DIN: 01103278) as Executive Director of the Company, liable to retire by rotation, for a period of 1 (one) year with effect from 1st January 2026, on the terms and conditions including remuneration as set out in the explanatory statement annexed to this Notice.”

“FURTHER RESOLVED that the Board of Directors (which term includes its Committee thereof) be and is hereby authorised to increase, fix, vary, alter or modify the terms, conditions and remuneration payable to Mr. Ashok Kumar Vijay as Executive Director, in accordance with the HR Policy of the Company and to the extent as recommended by NRC and approved by the Board of Directors from time to time as deem appropriate and as per details of remuneration set out in the explanatory statement annexed to this notice, subject to overall limits stipulated under the applicable provisions and to do all necessary acts, deeds and things, which may be considered necessary or expedient to give effect to the aforesaid Resolution.”

Item No. 10: To re-appoint Mr. Sudipta Mukherjee (DIN: 06871871) as the Managing Director of the Company.

To consider and if thought fit, to pass the following Resolution as a SPECIAL RESOLUTION:-

“RESOLVED that pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee ('NRC') and as approved by the Board of the Directors of the Company, consent of the members of the Company be and is hereby accorded to re-appoint Mr. Sudipta Mukherjee (DIN: 06871871) as Managing Director of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from 1st June 2026, on the terms and conditions including remuneration as set out in the explanatory statement annexed to this Notice.”

"FURTHER RESOLVED that the Board of Directors (which term includes its Committee thereof) be and is hereby authorised to increase, fix, vary, alter or modify the terms, conditions and remuneration payable to Mr. Sudipta Mukherjee as Managing Director, in accordance with the HR Policy of the Company and to the extent as recommended by NRC and approved by the Board of Directors from time to time as deem appropriate and as per details of remuneration set out in the explanatory statement annexed to this notice, subject to overall limits stipulated under the applicable provisions and to do all necessary acts, deeds and things, which may be considered necessary or expedient to give effect to the aforesaid Resolution."

Item No. 11: To re-appoint Mr. Indrajit Mookerjee (DIN: 01419627) as the Executive Director & Vice-Chairman of the Company.

To consider and if thought fit, to pass the following Resolution as a SPECIAL RESOLUTION:-

"RESOLVED that pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee ('NRC') and as approved by the Board of the Directors of the Company, consent of the members of the Company be and is hereby accorded to re-appoint Mr. Indrajit Mookerjee (DIN: 01419627) as Executive Director & Vice Chairman of the Company, liable to retire by rotation, for a period of 1 (one) year with effect from 2nd April 2026, on the terms and conditions including remuneration as set out in the explanatory statement annexed to this Notice."

"FURTHER RESOLVED that the Board of Directors (which term includes its Committee thereof) be and is hereby authorised to increase, fix, vary, alter or modify the terms, conditions and

remuneration payable to Mr. Indrajit Mookerjee as Executive Director & Vice Chairman, in accordance with the HR Policy of the Company and to the extent as recommended by NRC and approved by the Board of Directors from time to time as deem appropriate and as per details of remuneration set out in the explanatory statement annexed to this notice, subject to overall limits stipulated under the applicable provisions and to do all necessary acts, deeds and things, which may be considered necessary or expedient to give effect to the aforesaid Resolution."

Item No. 12: To revise the remuneration of Mr. Indrajit Mookerjee (DIN: 01419627), Executive Director & Vice-Chairman of the Company.

To consider and if thought fit, to pass with or without modification(s) the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED that pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), and the Rules framed thereunder, and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in modification(s) of the relevant resolution passed by the members through Postal Ballot Notice dated 6th March 2024 relating to the revision in remuneration of Mr. Indrajit Mookerjee, approval of the members of the Company be and is hereby accorded for further revision in the remuneration of Mr. Indrajit Mookerjee, Executive Director & Vice Chairman with effect from 1st April 2025 as stated in the Explanatory Statement annexed hereto."

Belgharia
Kolkata - 700056
Dated: 13th August 2025

By the order of the Board
Sandeep Kumar Sultania
Company Secretary

NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide General Circular No. 09/2024, ('MCA Circular') and the Securities and Exchange Board of India ('SEBI') vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 ('SEBI Circular') read with other relevant circulars have permitted the Companies to conduct the Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), in compliance with the applicable provisions of the Companies Act, 2013 ('Act') & the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Accordingly, the AGM of the Company is being conducted through VC / OAVM facility.

As allowed by the MCA Circulars, participation of Members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

The Company has availed the services of M/s. KFin Technologies Limited, who is also the Registrar & Share Transfer Agent ('RTA') of the Company ('KFin'), for providing remote e-voting facility & e-voting facility during the AGM ('Instapoll') and to conduct the AGM through VC.

Members may note that VC / OAVM facility provided by KFin allows participation of 2000 Members on first-come-first-served basis.

Large Members (i.e. Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction for attending the AGM.

The Board of Directors of the Company has appointed Ms. Geeta Roy Chowdhury, Practicing Company Secretary (Membership No. F7040) as the Scrutinizer to conduct the process of the AGM in a fair and transparent manner ('Scrutinizer').

The instructions for participation by Members are given in the subsequent paragraphs.

2. In compliance with the above provisions and the circulars as stated in sl. no. 1, the Notice of the AGM and the Annual Report for the financial year 2024-25 are being sent to all the Shareholders of the Company through electronic mode whose email addresses are registered with the Depository Participant(s) / RTA / the Company.

The Notice and the Annual Report will also be available on the website of the Company at www.texmaco.in, the Stock Exchanges, where the equity shares of the Company are

listed, i.e., BSE Limited and National Stock Exchange of India Ltd. at www.bseindia.com and www.nseindia.com, respectively and website of KFin at <https://evoting.kfintech.com/public/Downloads.aspx>

- Those Shareholders who are holding shares in physical mode and who have not yet updated their e-mail address, mobile no., bank details, postal address with PIN etc., are requested to update the same by submitting duly filled in Form ISR-1 with supporting documents to the RTA. Form ISR-1 can be downloaded at the link: <https://ris.kfintech.com/client-services/isc/isrforms.aspx>.

- Those Shareholders who are holding shares in dematerialised mode and have not registered / updated their email address / mobile no. with their Depository Participant(s), are requested to register / update their email address with the relevant Depository Participant(s).

3. **The Explanatory Statement pursuant to Section 102 of the Act and the Listing Regulations setting out the material facts relating to the businesses at Item no. 6 to Item no. 12 of the Notice as set out above is annexed hereto.**

The Board of Directors of the Company has considered and decided to include the above mentioned Items as Special business, as they are unavoidable in nature.

4. In terms of Section 152 of the Act, Messrs Indrajit Mookerjee (DIN: 01419627) and Sudipta Mukherjee (DIN: 06871871) retire by rotation and being eligible, seek re-appointments at the ensuing AGM.

The Board of Directors recommends their re-appointments. Additional information in respect of the re-appointments, pursuant to the Listing Regulations and the Secretarial Standards issued by the Institute of Company Secretaries of India forms a part of this Notice.

5. **A Member entitled to attend and vote at the AGM may appoint a Proxy to attend and vote on a poll on his / her behalf, and the Proxy need not be a Member of the Company. Since the AGM is being held through VC / OAVM pursuant to circulars issued by the MCA and the SEBI, the requirement of appointing proxies is not applicable. THE PROXY FORM, ATTENDANCE SLIP AND THE ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE SINCE THE AGM IS BEING HELD THROUGH VC / OAVM.**

6. Corporate / Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are entitled to appoint authorised representatives to attend and vote at the AGM. They are required to send a certified copy of Board Resolution, Authority letter (PDF/JPG format) etc., authorising their representative(s) to attend and vote at the AGM, to the Scrutinizer through e-mail at geetaroychowdhury@gmail.com with a copy marked to einward.ris@kfintech.com.

Corporate / Institutional Shareholders are encouraged to attend and vote at the AGM.

7. **The Register of Members of the Company will remain closed from Tuesday, 16th September 2025 to Monday, 22nd September 2025 (both days inclusive).**
8. Voting rights will be reckoned on the paid-up value of Equity Shares registered in the name of the Members as on **Monday, 15th September 2025** ('cut-off date'). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or Instapoll. Further, dividend, if declared at the AGM, shall be paid to all those members whose names appear in the register of members or in the lists provided by the depositories as on the record date, i.e., **Monday, 15th September 2025**.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in this Notice of the AGM, will be available only through electronic mode for inspection by the Members during the AGM. The Audited Financial Statements including the Audited Consolidated Financial Statement of the Company, the Reports of the Board of Directors and the Auditors thereon with all other documents of the Company annexed or attached, are also available for inspection through electronic mode by the Members of the Company from the date of circulation of this Notice up to the date of the AGM. Members seeking inspection of such documents are requested to send an email at evoting_texrail@texmaco.in.
11. To support the 'Green Initiative', Members are encouraged to register / update their e-mail address with the Company / Depository Participant(s) / RTA, as the case may be, so that they can receive all future communication(s) / Notices from the Company through electronic mode.
12. The SEBI has mandated the submission of PAN by every participant in the securities market. In line with the SEBI mandate and the Listing Regulations, Members are also requested to update / provide their Bank account details to the Depository Participant(s) or, as the case may be, to RTA in order to avail the electronic payment facility. Also, Member(s) holding equity shares in physical form are requested to notify about any change in their address / PAN / Bank Mandate, to the RTA by submitting duly filled-in Form ISR-1 along with supporting documents.
13. Members may note that it is mandatory for those who are holding equity shares in physical form to update their PAN, Choice of Nomination, Contact Details, Bank Account Details and Specimen Signature with the RTA, in case they have not updated the same. The RTA will attend to service requests of the Members only after the aforesaid details are furnished. Further, payment of dividend in respect of such Members shall be made only through electronic mode with effect from 1st April 2024 upon furnishing of all the aforesaid details. Members may refer to the FAQs provided by SEBI in this regard, for investor awareness, on its website at https://www.sebi.gov.in/sebi_data/faqfiles/jul-2025/1752726453064.pdf
14. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> . Members are requested to submit the said form to their Depository Participant(s) in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
15. In accordance with the Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialised form. Further, in terms of SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the Company shall issue shares in demat form while processing service requests for transmission, issue of duplicate certificates, transposition, renewal, splitting, consolidation of share certificate, etc. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialised.
16. Members whose dividend(s) have remain unclaimed, are requested to claim the same by writing to the Company's RTA, i.e. KFin. Members are requested to note that the dividends remaining unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund ("IEPF"). In addition, all equity shares in respect of which dividends have not been paid or claimed for seven consecutive years or more shall also be transferred by the Company to the demat account of the IEPF. Individual communication have been sent to all concerned Members whose equity shares are due for transfer to the IEPF, informing them to claim their unpaid/unclaimed dividend before the due date to avoid transfer to the IEPF Authority.

17. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. 1st April 2020 and the Company is required to deduct tax at source ('TDS') from the dividend paid to the Members at prescribed rates under the Income-tax Act, 1961 ('IT Act'). In general, to enable compliance with TDS requirements, Members are requested to provide and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants and for getting the Tax Exemption on the Dividend Amount, shareholders are requested to visit the RTA's website at <https://ris.kfintech.com/form15/> or may send an email to RTA with the complete set of Tax Exemption Documents at einward.ris@kfintech.com.
18. Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through ECS or any other means are requested to send the following documents to our RTA -KFin: Form No. ISR-1 duly filled and signed by the holders and details relating to the bank account viz. Name of the Bank, Bank Account Number, IFSC code, Copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly, Self-attested copy of the PAN Card, Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company, to enable the Company to make the payment of dividend through electronic mode. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will

be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. The Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective Depository Participant(s).

19. Remote e-voting

- A. In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is providing its Members the facility of remote e-voting to exercise votes electronically on the Resolutions proposed to be passed at the AGM. The Company is also providing the facility of Instapoll.

- B. The instructions for remote e-voting are as under:

Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P /2020/242 dated 9th December 2020 on "e-voting facility provided by Listed entities", Individual shareholders holding shares in demat mode are allowed to vote through their demat accounts / websites of Depositories / Depository Participants. Shareholders are advised to update their mobile number and email addresses in their demat accounts with their respective Depository Participants in order to access the e-voting facility.

NSDL

A. NSDL IDeAS facility

1. Shareholders who are already registered for IDeAS facility, may follow the procedure as mentioned below:

- (i) Visit the website of NSDL at <https://eservices.nsdl.com>.
- (ii) Click on the "Beneficial Owner" icon under 'IDeAS' section.
- (iii) On the new page, enter your user ID and Password.
- (iv) Post successful authentication, click on "Access to e-Voting".
- (v) Click on Company name ("Texmaco Rail & Engineering Limited") or e-voting service provider name (i.e. KFin) and you will be re-directed to KFin website for casting the vote during the remote e-voting period.

2. Shareholders who are not registered for the IDeAS facility, may follow the procedure as mentioned below:

- (i) Visit the website of NSDL at: <https://eservices.nsdl.com>.
- (ii) Select "Register Online for IDeAS".
- (iii) Proceed with completing the required fields.
- (iv) Post registration follow the steps as stated in point no. 1 for casting the vote during the remote e-voting period.

CDSL

A. CDSL Easi / Easiest facility

1. Shareholders who are already registered for Easi / Easiest facility, may follow the procedure as mentioned below:

- (i) Visit the website of CDSL at www.cdslindia.com.
- (ii) Navigate to "Login" option and click on "New System Myeasi". Alternatively, shareholders may visit at <https://web.cdslindia.com/myeasitoken/Home/Login>.
- (iii) Login with user ID and password.
- (iv) Shareholders will reach the e-voting page without any further authentication.
- (v) Click on e-voting service provider name (i.e. KFin) for casting the vote during the remote e-voting period.

2. Shareholders who are not registered for the Easi/Easiest facility, may follow the procedure as mentioned below:

- (i) To register for Easi facility visit: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>. Alternatively, to register for Easiest facility visit: <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>.
- (ii) Proceed with completing the required fields.
- (iii) Post registration follow the steps as stated in point no. 1 for casting the vote during the remote e-voting period.

NSDL	CDSL
<p>B. Alternatively, the Shareholders may vote through the e-voting website of NSDL by following the procedure as mentioned below:</p> <ul style="list-style-type: none"> (i) Visit the e-voting website of NSDL at: https://www.evoting.nsdl.com/. (ii) Click on the icon "Login" available under 'Shareholder/Member' section. (iii) Enter User ID (i.e. sixteen digit demat account number held with NSDL), select Password/OTP and enter the Verification Code as shown on the screen. (iv) Post successful authentication, you will be redirected to the page wherein you can see the e-voting page. (v) Click on Company name ("Texmaco Rail & Engineering Limited") or e-voting service provider name (i.e. KFin) and you will be re-directed to KFin website for casting the vote during the remote e-voting period. 	<p>B. Alternatively, the Shareholders may vote through the e-voting website of CDSL by following the procedure as mentioned below:</p> <ul style="list-style-type: none"> (i) Visit the website of CDSL at: www.cdslindia.com. (ii) Navigate to e-voting section. (iii) Provide sixteen digit demat account number and PAN. (iv) The Shareholder will receive OTP on his registered Mobile & Email address as recorded in the demat Account. (v) Post successful authentication, Shareholder will be provided link for the e-voting service provider (i.e. KFin) for casting their vote during the remote e-voting period.

Access of e-voting to Individual Shareholders (holding shares in demat mode) through their depository participants:

Shareholders can also login using the login credentials of their demat account number through the relevant Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged in, Shareholders will be able to see e-voting option. Click on e-voting option it will redirect to NSDL / CDSL Depository website after successful authentication.

Click on Company name ('Texmaco Rail & Engineering Limited') or e-voting service provider name ('KFin') and the shareholder will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.

Important note:

Members who are unable to retrieve User ID / Password are advised to use Forget User ID / Forget Password option available at websites of NSDL and CDSL.

Members facing any technical issue can contact NSDL / CDSL on the following details.

NSDL	CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 224 430.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

Access to KFin e-voting system in case of individual shareholders holding shares in physical mode and non-individual shareholders holding shares in demat mode.

- i. Open your web browser during the remote e-voting period and navigate to <https://emeetings.kfintech.com>.
- ii. Enter the login credentials (i.e. user ID and password mentioned in the email sent to those Shareholders, who have registered their email addresses). Your Folio No. / DP ID Client ID will be your user ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.
- iii. Enter User ID and password as initial password / PIN in the window opened in step i. above. Click Login.
- iv. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update any contact details like mobile, e-mail address, etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.

- vi. On successful login, the system will prompt you to select the 'EVENT' i.e. Texmaco Rail & Engineering Limited.
- vii. On the voting page, the Resolution description along with the number of equity shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR' / 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Cast your vote by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click 'OK' else 'CANCEL' and accordingly modify your vote. Once confirmed, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times until you have confirmed your votes on the Resolutions.
- ix. Any person who becomes a Member of the Company after the dispatch of the Notice and holds Equity Shares as on the cut-off date i.e., **Monday, 15th September 2025** may approach KFin for issuance of the User ID and Password for exercising their right to vote by electronic means by the following procedure:
 - a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD<SPACE>E-voting Event number + Folio No. or DP ID Client ID to 9212993399.
 Example for NSDL:
 MYEPWDIN<SPACE>12345612345678
 Example for CDSL:
 MYEPWD<SPACE>1402345612345678
 Example for Physical: Event No.
 XXXXMYEPWD<SPACE>XXXX1234567
 - b) If the email address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click 'FORGOT PASSWORD' and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c) Member may call KFin helpdesk at the toll free number 1800 309 4001.
 - d) Member may send an email request to inward.ris@kfintech.com.

- 20. The remote e-voting period commences **at 9:00 a.m. on Thursday, 18th September 2025** and ends at **5.00 p.m. on**

Sunday, 21st September 2025. During this period, Shareholders of the Company holding Equity Shares either in physical form or in dematerialised form, as on the cut-off date i.e. **Monday, 15th September 2025** may cast their vote electronically.

The e-voting module shall be blocked for voting thereafter. Once, the vote on a Resolution is cast by the Shareholder, such Shareholder shall not be allowed to change it subsequently.

- 21. Members who have already casted their vote through remote e-voting cannot vote again at the e-voting during the AGM. However, such Member shall be entitled to attend the AGM.

22. Instructions for attending the AGM through Video Conference:

- A. Members will be provided with a facility to attend the AGM through VC platform provided by KFin. Members are required to login at <https://emeetings.kfintech.com>, by using the remote e-voting credentials. The link for AGM will be available in Shareholder/Members login where the 'EVENT' and the name of the Company can be selected.
- B. The facility for joining the AGM shall be kept open from 2:15 p.m. i.e. 15 minutes before the scheduled time for commencement of the AGM, and may be closed at 2:45 p.m., i.e. upon the expiry of 15 minutes after such scheduled time.
- C. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.

Those Shareholder who are holding equity shares in physical form may send an email at inward.ris@kfintech.com for obtaining the User ID and Password, or by following the procedure as mentioned in this Notice.

- D. Members can participate in the AGM through their desktops / mobile phones / laptops etc. Members will also have the option to turn on their camera during the AGM. However, for better experience and smooth participation, it is advisable to join the AGM meeting through desktops / laptops with high-speed internet connectivity. Members are encouraged to join the Meeting through laptops / desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22. It is recommended to use Stable Wi-Fi or LAN connection to mitigate issues relating to internet connectivity.
- E. **Speaker registration:** Shareholders who would like to express their views/ask questions during the AGM, may log into <https://emeetings.kfintech.com>, click on "Post your

Queries” and post their queries/views/questions in the window provided by mentioning the name, DP ID Client ID/ Folio No, email address and mobile number. Please note that, questions of only those Shareholders who continue to hold the shares as on the cut-off date, will be answered. The window period for posting the questions shall commence at **9:00 a.m. on Thursday, 18th September 2025** and close at **5:00 p.m. on Saturday, 20th September 2025**. Those Members who have registered themselves as a speaker will only be allowed to speak / express their views or ask questions during the AGM. Due to limitations of transmission and coordination during the Q&A session, the Company may restrict the number of speakers.

- F. In case of any query regarding e-voting or technical assistance for VC participation, members may contact KFin Helpdesk at the toll free No. 1800 309 4001 or write at evoting@kfintech.com.

23. Instructions for Members for e-voting during the AGM:

- A. Participation of members through VC will be reckoned for the purpose of Quorum for the AGM as per section 103 of the Act.
- B. Only those Shareholders, who are present at the AGM and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system i.e. “Instapoll,” available during the AGM.

- C. The e-voting “Thumb sign” on the left hand corner of the video screen shall be activated upon instructions of the Chairman during the AGM proceedings. Shareholders shall click on the same to take them to the “Instapoll” page.
- D. Members need to click on the “Instapoll” icon to reach the Resolution page and follow the instructions to vote on the Resolutions.
24. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting User Manual for Shareholders available at the download section of <https://evoting.kfintech.com/public/Faq.aspx> or contact KFin helpdesk at Toll free No. 1800 309 4001 or any grievance may be addressed to KFin at einward.ris@kfintech.com or may be addressed to the Company at the e-mail ID evoting_texrail@texmaco.in.
25. The Results of the e-voting will be declared on or after the date of the AGM i.e. **22nd September 2025**. The declared Results, along with the scrutinizer Report will be available on the website of the Company at www.texmaco.in and on the website of KFin <https://evoting.kfintech.com/>. Such Results will also be forwarded to the Stock Exchange(s), where the equity shares of the Company are listed.
26. Shareholders who are not the Members of the Company as on the Record Date shall treat this Notice for information purpose only.

Event Dates	
Day, Date & Time of AGM	Monday, 22 nd September 2025 at 2:30 p.m. (IST)
Cut-off date for E-voting	Monday, 15 th September 2025
E-voting Opening and Closing Date & Time	Thursday, 18 th September 2025 at 9:00 a.m. & Sunday, 21 st September 2025 at 5:00 p.m.
Speaker Registration window Opening and Closing Date & Time	Thursday, 18 th September 2025 at 9:00 a.m. & Saturday, 20 th September 2025 at 5:00 p.m.
Link to attend the AGM	https://emeetings.kfintech.com/

Explanatory Statement

SPECIAL BUSINESS

Item No. 6: To ratify the remuneration payable to Messrs DGM & Associates, Cost Accountants (Firm Registration No: 000038) for the financial year 2025-2026.

The Board of Directors on the recommendation of the Audit Committee, at its Meeting held on 16th May 2025 has approved the appointment of Messrs DGM & Associates, Cost Accountants (Firm Registration No. 000038), as the Cost Auditors to conduct the Audit of the Cost Records of the Company for the financial year ending 31st March 2026 at a remuneration of ₹ 2,70,000/- (Rupees Two Lakh Seventy Thousand only) plus applicable taxes and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Rules framed thereunder, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

A certificate issued by the aforementioned firm confirming their eligibility for appointment as Cost Auditors is available for electronic inspection from the date hereof up to the date of the AGM.

None of the Directors or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 6 by way of an Ordinary Resolution.

Item No. 7: To appoint Messrs S.R. & Associates as the Secretarial Auditors of the Company.

In terms of Regulation 24A read with other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and Section 204 and other applicable provisions of the Companies Act, 2013 ('Act'), the Company is required to appoint Secretarial Auditors for a period of 5 (five) years commencing from the financial year 2025-26, to conduct the secretarial audit of the Company in terms of the Act and Listing Regulations.

Messrs S. R. & Associates, Practicing Company Secretaries, was established in the year 2003 by a team of young and enterprising professionals with extensive knowledge in diverse fields of profession. Apart from secretarial audit and secretarial consultancy services, the Firm offers expert professional services and expert opinions in areas of

Corporate Law matters, RBI matters, Restructuring, Foreign Exchange management matters and other ancillary legal matters.

The Board of Directors at its Meeting held on 16th May 2025, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of Messrs S.R. & Associates, Practicing Company Secretaries, a peer reviewed firm (Firm Registration No: P2008WB016700) as Secretarial Auditors of the Company for a term of five consecutive years commencing from financial year 2025-26 till the financial year 2029-30, subject to approval of the shareholders.

Messrs S.R. & Associates, Practicing Company Secretaries, has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the Listing Regulations. The services to be rendered by Messrs S.R. & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December 2024.

The proposed fees in connection with the secretarial audit shall be ₹ 65,000/- (Rupees Sixty-Five Thousand only) plus applicable taxes and out-of-pocket expenses for the financial year 2025-26 which is in line with the previous financial year 2024-25, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and Messrs S.R. & Associates.

In addition to the secretarial audit, Messrs S.R. & Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board of Directors in consultation with the Secretarial Auditors.

None of the Directors or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 7 by way of an Ordinary Resolution.

Item No. 8: To re-appoint Mr. Saroj Kumar Poddar (DIN: 00008654), as the Executive Director and Chairman of the Company.

Mr. Saroj Kumar Poddar is Executive Director of the Company since 25th September 2010. His current term is set to conclude on 24th September 2025. Last time he was

re-appointed as the Executive Director and the Chairman of the Company for a term of 5 (five) years i.e. from 25th September 2020 to 24th September 2025.

In view of his varied knowledge and valuable contribution during his present tenure, the Board of Directors at its Meeting held on 16th May 2025, on the recommendation of the Audit Committee and the Nomination and Remuneration Committee and subject to the approval of shareholders, has approved the re-appointment of Mr. Poddar as the Executive Director and the Chairman of the Company, not liable to retire by rotation, for a further period of 5 (five) years with effect from 25th September 2025. In view of the background and valuable experience of Mr. Poddar, it will be in the interest of the Company that he continues as the Executive Director and the Chairman of the Company. The Board believes that his experience and vision will contribute to the growth of the Company.

The following additional information as required under Schedule V to the Companies Act, 2013 ('Act') is given below:

I. General Information

i. Nature of Industry:

The Company is, inter-alia, involved in the business of manufacturing of rolling stock, hydro mechanical equipments, steel castings, bridges other steel structures and execution of Rail EPC Projects.

ii. Date or expected date of commencement of commercial production:

The Company was incorporated on 25th June 1998. The Heavy Engineering and Steel Foundry businesses of the then formed Company namely, Texmaco Limited were demerged into this Company. The operation of the plants of Texmaco Limited were started in 1939.

iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

iv. Financial performance based on given indicators – (as per standalone audited financial statements for the year ended 31st March 2025):

Particulars	(₹ in crores)
Gross Turnover	4233.98
Other Income	96.93
Net profit as per Statement of Profit & Loss (After Tax)	172.13

v. Foreign investments or collaborations, if any:

Not Applicable

II. Information about the appointee:

i. Background details:

Mr Saroj Kumar Poddar is a leading Indian industrialist of international repute and the current Chairman of Adventz. Adventz is a diversified Indian conglomerate with global ambitions that participates in and contributes to India's economic growth and prosperity through transformational change led by Mr. Poddar. Today, Adventz has a turnover of more than USD 3 billion.

Adventz currently has four major industry verticals- Agriculture, Engineering & Infrastructure, Lifestyle & Real Estate and Biofuels & Services. The most notable companies & JVs thriving under the leadership of Mr. Poddar include Zuari Industries Limited, Paradeep Phosphates Ltd – a joint venture with OCP of Morocco, Hettich India Private Ltd, Hettich Middle East (P) Ltd, Hettich Africa (P) Ltd along with HePo India (P) Ltd - joint ventures with the Hettich Group of Germany and Wabtec Texmaco Rail Private Ltd, a joint venture with Westinghouse (Wabtec) USA and Zuari Envien Bioenergy Pvt. Ltd. (between ZIL & Envien International of Slovakia) to build a 180 KLPD grain based distillery in Uttar Pradesh. Mr. Poddar was also instrumental in promoting Gillette India Ltd., a venture with the renowned 'The Gillette Company,' USA.

Under Mr. Poddar's initiative Adventz has acquired a controlling stake as well as management control of Mangalore Chemicals and Fertilisers Ltd., Kalindee Rail Nirman and Bright Power both of which offer synergetic strength to its core railway products business.

At present, Mr Poddar is the Chairman of Zuari Agro Chemicals Limited, Zuari Industries Limited, Chambal Fertilisers & Chemicals Limited, Paradeep Phosphates Limited and Texmaco Rail & Engineering Limited.

Additionally, Mr. Poddar also served on the boards of prestigious TNCs (Trans National Corporations) such as Alstom Ltd. The global T&D business of Alstom was sold to the French nuclear major Areva and in India, the company became Areva T&D India Ltd. At the behest of the French company,

Mr Poddar accepted to continue as Chairman of Areva T&D India Ltd and led the business as the Chairman for ten long years, until the year 2009. Mr Poddar also served as the Chairman of Zuari Cement Ltd - a wholly owned company of French-based manufacturers of cement - Ciments Francais (Italcementi Group), for a period of four years from 2011 to 2015.

In his six decades-long stint towards nation building, Mr. Poddar has been honoured with many accolades and awards for his contribution to business & economy, from prestigious institutions in India and foreign nations, on various occasions. Mr. Poddar was appointed Commander in the National Order of Merit ("Commandeur de l'Ordre national du Merite") by the President of the French Republic in 2011 for playing an important role in setting up French firms in India and enhancing the relationship between France and India economically. The Economic Times, in recognition of Mr Poddar's immense contribution to business growth, organizational transformation, and setting forth exemplary industrial initiatives and trends, has conferred on him the "Lifetime Achievement Award 2017" at the Economic Times, Bengal Corporate Awards 2017. He is also a recipient of the Rashtriya Samman award from the Central Board of Direct Taxes in India.

As a proactive leader and industrialist, Mr. Poddar also represented as the Chairman of the India-Saudi Arabia Joint Business Council and has been a Member of the Indo-French CEO Forum. Back home in India, he has also represented as President of reputed industry forums such as FICCI and the International Chamber of Commerce in India and has been appointed by the Government of India, on the Board of Trade, as well as on the Court of the Indian Institute of Science, Bangalore. Mr Poddar has also served as a member of the Board of Governors of the Indian Institute of Technology, Kharagpur for over 10 years and on the local Board of the Reserve Bank of India for a similar period. He was also a part of the Advisory Board of one of the most reputed investment brokers, Messrs N M Rothschild & Sons (India) Pvt Limited.

A gold medallist in Commerce from Calcutta University, Mr. Poddar is an aficionado of art, culture, and sports and is passionately involved in

its promotion and development in the country. He is actively involved in social work and is a Trustee of various Charitable Trusts – B. P. Poddar Charitable Trust, Saroj Poddar Foundation, and Adventz Foundation, which provide education for all underprivileged children and help to the needy. Mr. Poddar has been actively guiding the CSR activities of Adventz. Both Mr. Poddar and his wife follow their passion through non-profit institutions to promote art, culture, sports, and social development. The community development initiatives of Adventz have impacted more than 150,000 lives in low-income communities in villages & urban slums.

Mr. Poddar is reinforcing and driving Adventz's commitment to social and environmental development by investing in long-term efforts to support sustainable development and growth through effective interventions. He remains deeply committed to initiatives aimed at the betterment of society. To maximize the social impact, Adventz is making its best efforts to combine the resources and business strengths of individual companies to achieve specific social objectives. Mr. Poddar's vision and leadership have contributed to the Company's growth, establishing it as one of the leading railway wagon manufacturers.

ii. Past remuneration during the financial year 31st March 2025:

Name of the Executive Director and the Chairman	Amount (₹ in Crores)
Mr. Saroj Kumar Poddar	4.89

iii. Recognition or awards:

Stated under background details above.

iv. Job Profile and his suitability:

Stated under background details above.

v. Remuneration proposed:

Pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions read with Schedule V to the Act together with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof), Mr. Poddar be re-appointed as the Executive Director and the Chairman of the Company, not liable to retire by rotation on the following terms and conditions:

1. Salary	₹34,30,560/- per month
Other Allowances (including special allowance)	₹ 91,890/- per month
	The above is subject to increments / adjustment as may be recommended by NRC and decided by the Board of Directors from time to time subject to a yearly overall ceiling of 25% of last paid remuneration as total fixed compensation.
2. Perquisites CATEGORY A	
a) Performance Pay (including Bonus / Exgratia)	Upto 20% of Salary as may be recommended by NRC and decided by the Board of Directors.
b) Medical Reimbursement / Allowance	As per the Rules of the Company.
c) Leave	As per the Rules of the Company.
d) Club fees	Membership fee for the club as per the Rules of the Company.
e) Group Medical Insurance	As per the Rules of the Company.
CATEGORY B	
Contribution to Provident Fund, gratuity, etc.,	As per the Rules of the Company.
CATEGORY C	The Company will provide owned and maintained car and fuel for office purposes. Provision for use of telephone shall not be treated as perquisites. However, long distance personal calls on telephone and use of car for private purpose shall be billed by the Company.
3. If the company experiences losses or insufficient profits in any financial year during his tenure as Executive Director & the Chairman, the remuneration payable (including revised remuneration, if determined at any point) shall be paid as minimum remuneration, subject to covenant of Schedule V and other applicable provisions of the Act.	
4. The annual variation and increase in the remuneration shall not exceed 5% of the profits of the Company as calculated under Sections 197 and 198 of the Act, read with the limits specified in Schedule V.	

vi. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Taking into consideration the size of the Company, the profile of Mr. Poddar, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any:

Besides the remuneration proposed to be paid to him, Mr. Poddar is the promoter of the Company and is the father of Mr. Akshay Poddar, Non-executive Director. He is not related to any other Director or Key Managerial Personnel.

III. Other Information:

i. Reasons of loss or inadequate profits:

Not Applicable

ii. Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms:

Not Applicable

IV. Disclosures:

The information and disclosures of the remuneration package of Mr. Poddar have been mentioned in the Annual Report under the Section - Corporate Governance Report.

The Members are informed that pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), approval of shareholders by way of Special Resolution is required in case of

remuneration payable to Executive Director who is promoter or member of the promoter group, exceeds ₹ 5 Crore or 2.5 percent of the net profits of the Company, whichever is higher.

The compensation structure of Mr. Poddar who is a promoter is in line with prevailing market remuneration standards for senior executive positions of comparable scope and responsibility. His remuneration is commensurate with the strategic leadership role and extensive responsibilities undertaken by him in driving organizational objectives and aligns with prevailing compensation frameworks adopted by companies of similar size, sector and complexity.

Further, pursuant to the provisions of Section 196 of the Act, any Director who has attained the age of seventy years may be appointed / re-appointed by passing a Special Resolution to this effect.

Mr. Saroj Kumar Poddar, has attained the age of 79 (Seventy-Nine) years. Considering the seniority, expertise and rich valuable experience of Mr. Poddar, the Nomination and Remuneration Committee and the Board of Directors of the Company are of the opinion that continuation of Mr. Poddar as the Executive Director and Chairman of the Company would immensely benefit the Company and have passed resolution for his re-appointment subject to the approval of shareholders.

Accordingly, as stated above and in terms of Sections 196, 197, 198 & other applicable provisions of the Act read with Schedule V thereto and Regulation 17(6)(e) and other applicable provisions of the Listing Regulations, approval of the Shareholders is being sought by way of Special Resolution for re-appointment of Mr. Poddar as the Executive Director & Chairman of the Company, not liable to retire by rotation, for a period of 5 (five) years with effect from 25th September 2025.

This also forms a part of disclosure as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received consent from Mr. Poddar to act as a Director and a declaration that he is not disqualified under Section 164 of the Act to act as such.

Mr. Poddar is not debarred from holding directorship by virtue of any SEBI order or any other authority.

Except Mr. Saroj Kumar Poddar, Mr. Akshay Poddar and their relatives, no other Director or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 8 by way of

Special Resolution.

Item No. 9: To re-appoint Mr. Ashok Kumar Vijay (DIN: 01103278), as the Executive Director of the Company.

Mr. Ashok Kumar Vijay, aged 72 years, is the Executive Director of the Company since 1st January 2015. His current term is set to conclude on 31st December 2025. Last time he was re-appointed as the Executive Director of the Company for a term of 3 (three) years i.e. from 1st January 2023 to 31st December 2025.

In view of his vast experience & considering his valuable contribution during his tenure, the Board of Directors at its Meeting held on 16th May 2025 on the recommendation of the Nomination and Remuneration Committee ('NRC') and subject to the approval of shareholders, has approved re-appointment of Mr. Vijay as the Executive Director of the Company, for a further period of 1 (one) year with effect from 1st January 2026.

In view of the background and valuable experience of Mr. Vijay, it will be in the interest of the Company that he continues as the Executive Director of the Company. The Board of Directors is of the opinion that his vast knowledge & varied experience will be of great value to the Company.

The following additional information as required under Schedule V to the Companies Act, 2013 ('Act') is given below:

I. General Information

i. Nature of Industry:

The Company is, inter-alia, involved in the business of manufacturing of rolling stock, hydro mechanical equipments, steel castings, bridges other steel structures and execution of Rail EPC Projects.

ii. Date or expected date of commencement of commercial production:

The Company was incorporated on 25th June 1998. The Heavy Engineering and Steel Foundry businesses of the then formed Company namely, Texmaco Limited were demerged into this Company. The operation of the plants of Texmaco Limited were started in 1939.

iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

iv. Financial performance based on given indicators – (as per standalone audited financial statements for the year ended 31st March 2025):

Particulars	(₹ in crores)
Gross Turnover	4233.98
Other Income	96.93
Net profit as per Statement of Profit & Loss (After Tax)	172.13

v. Foreign investments or collaborations, if any:

Not Applicable

II. Information about the appointee:

i. Background details:

Mr. Ashok Kumar Vijay, aged 72 years, is a qualified Chartered Accountant & Company Secretary and is associated with the Company since last 24 years with an overall experience of around 48 years. He is overseeing finance and compliance functions in the Company.

ii. Past remuneration during the financial year 31st March 2025:

Name of the Executive Director	Amount (₹ in Crores)
Mr. Ashok Kumar Vijay	1.14

iii. Recognition or awards:

Stated under background details above.

iv. Job Profile and his suitability:

Stated under background details above.

v. Remuneration proposed:

Pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions read with Schedule V to the Act together with the Rules framed thereunder (including any statutory modification(s) or re-enactments(s) thereof), Mr. Ashok Kumar Vijay is proposed to be re-appointed as the Executive Director of the Company on the following terms and conditions:

1. Salary	₹ 5,96,200/- per month
Other Allowances (including special allowance)	₹ 33,875/- per month
	The above is subject to increments / adjustment as may be recommended by NRC and decided by the Board of Directors from time to time subject to a yearly overall ceiling of 25% of last paid remuneration as total fixed compensation.
2. Perquisites	
CATEGORY A	
a) Housing	i. Free furnished accommodation or HRA up to 30% of salary ii. The expenditure incurred on gas, electricity, water and furnishing shall be valued as per Income-tax Act, 1961
b) Performance Pay (including Bonus / Exgratia)	Upto 20% of Salary as may be recommended by NRC and decided by the Board of Directors.
c) Medical Reimbursement / Allowance	As per the Rules of the Company.
d) Leave Travel concession	As per the Rules of the Company.
e) Leave	As per the Rules of the Company.
f) Club fees	Membership fee for the club as per the Rules of the Company.
g) Group Medical Insurance	As per the Rules of the Company.
CATEGORY B	
a) Contribution to Provident Fund, gratuity, etc.,	As per the Rules of the Company.
b) NPS	10% of basic salary.
c) Superannuation Fund	15% of basic salary.
CATEGORY C	The Company will provide owned and maintained car and fuel for office purposes. Provision for use of telephone shall not be treated as perquisites. However, long distance personal calls on telephone and use of car for private purpose shall be billed by the Company.

3. If the company experiences losses or insufficient profits in any financial year during his tenure as Executive Director, the remuneration payable (including revised remuneration, if determined at any point) shall be paid as minimum remuneration, subject to covenant of Schedule V and other applicable provisions of the Act.

4. The annual variation and increase in the remuneration shall be within the overall limits of the managerial remuneration or as prescribed under the Act read with Schedule V thereto.

vi. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Taking into consideration the size of the Company, sector it operates into, the businesses, the profile of Mr. Vijay, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any:

Besides the remuneration proposed to be paid to him, Mr. Vijay does not have any other pecuniary relationship with the Company or relationship with the key managerial personnel or other director.

III. Other Information:

i. Reasons of loss or inadequate profits:

Not Applicable

ii. Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms:

Not Applicable

IV. Disclosures:

The information and disclosures of the remuneration package of Mr. Vijay have been mentioned in the Annual Report under the Section - Corporate Governance Report.

Pursuant to the provisions of Section 196 of the Act, any Director who has attained the age of seventy years may be appointed / re-appointed by passing a Special Resolution to this effect.

Mr. A.K. Vijay has attained the age of 72 (Seventy-Two) years. Considering the rich experience, expertise and valuable contribution of Mr. Vijay in the company's finance management including successful raising of funds via QIPs and Preferential Allotment in last few years, both Nomination and Remuneration Committee and Board of Directors of the Company have passed resolution for his re-appointment subject to the approval of shareholders.

Accordingly, as stated above and in terms of Sections 196, 197, 198 & other applicable provisions of the Act read with Schedule V thereto, approval of the shareholders is being sought by way of Special Resolution for re-appointment of Mr. Vijay as the Executive Director of the Company for a period of 1 (one) year with effect from 1st January 2026.

This also forms a part of disclosure as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received consent from Mr. Vijay to act as the Executive Director and a declaration that he is not disqualified under Section 164 of the Act to act as such.

Mr. Vijay is not debarred from holding directorship by virtue of any SEBI order or any other authority.

Except Mr. Ashok Kumar Vijay and his relatives, no other Director or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

The Board of Directors recommends the passing of the proposed resolution as set out at Item no. 9 by way of Special Resolution.

Item No. 10: To re-appoint Mr. Sudipta Mukherjee (DIN: 06871871) as the Managing Director of the Company.

Mr. Sudipta Mukherjee was initially appointed as Deputy Managing Director of the Company w.e.f. 1st June 2023. He was later re-designated as the Managing Director of the Company w.e.f. 1st January 2024. His current term is set to conclude on 31st May 2026.

In view of his expertise, knowledge and considering his valuable contribution, the Board of Directors at its Meeting held on 13th August 2025, on the recommendation of the Nomination and Remuneration Committee ('NRC') and subject to the approval of shareholders, has approved re-appointment of Mr. Mukherjee as the Managing Director of the Company, for a further period of 5 (five) years with effect from 1st June 2026.

In view of the background and rich experience of Mr. Mukherjee, it will be in the interest of the Company that he continues as the Managing Director of the Company. The Board of Directors believes that his experience and vision will contribute to the growth of the Company.

The following additional information as required under Schedule V to the Companies Act, 2013 ('Act') are given below:

I. General Information:

i. Nature of Industry:

The Company is, inter-alia, involved in the business of manufacturing of rolling stock, hydro mechanical equipments, steel castings, bridges other steel structures and execution of Rail EPC Projects.

ii. Date or expected date of commencement of commercial production:

The Company was incorporated on 25th June 1998. The Heavy Engineering and Steel Foundry businesses of the then formed Company namely, Texmaco Limited were demerged into this Company. The operation of the plants of Texmaco Limited were started in 1939.

iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

iv. Financial performance based on given indicators – (as per standalone audited financial statements for the year ended 31st March 2025):

Particulars	(₹ in crores)
Gross Turnover	4233.98
Other Income	96.93
Net profit as per Statement of Profit & Loss (After Tax)	172.13

v. Foreign investments or collaborators, if any:

Not Applicable

II. Information about the appointee:

i. Background details:

Mr. Sudipta Mukherjee, 50 years of age, is a qualified

Post graduate in Management from Indian Institute of Social Welfare and Business Management (IIS&WBM), University of Calcutta & Fulbright Fellow in leadership and management from Carnegie Mellon University, Pittsburgh, USA. He has obtained Executive Management Certification from Tepper School of Business, USA and has undergone training in Production Management from AOTS, Japan. With around 26 years of varied corporate experience, Mr. Mukherjee effectively handled diverse roles in heading the operations of Rail Freight & Passenger Rolling Stock, Bridges, Special Defence Products, Ship Building Business, etc. He has been associated with various Professional Associations including holding positions in various Committees of Industry Association & Chamber of Commerce. He leads diversified business operations, fostering innovations and sustainability. His dynamic leadership abilities and strategic powers augmented production capacity and fortified business commitments.

ii. Past remuneration during the financial year 31st March 2025:

Name of the Managing Director	Amount (₹ in Crores)
Mr. Sudipta Mukherjee	2.01

iii. Recognition or awards:

Stated under background details above.

iv. Job Profile and his suitability:

Stated under background details above.

v. Remuneration proposed:

Pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions read with Schedule V to the Act together with the Rules framed thereunder (including any statutory modification(s) or re-enactments(s) thereof), Mr. Sudipta Mukherjee is proposed to be re-appointed as the Managing Director of the Company on the following terms and conditions:

1. Salary*	₹ 6,30,000 /- per month
Other Allowances (including special allowance)*	₹ 11,13,750/- per month
	The above is subject to increments / adjustment as may be recommended by NRC and decided by the Board of Directors from time to time subject to a yearly overall ceiling of 25% of last paid remuneration as total fixed compensation.

2	Variable Pay (including Bonus / Exgratia)	Linked with performance, subject to maximum of ₹ 20,00,000 with exception, if achieved more than the agreed target, as may be recommended by NRC and decided by the Board of Directors.
3	Perquisites: CATEGORY – A	
	a) Medical Reimbursement / Allowance	As per the Rules of the Company.
	b) Leave Travel Concession	As per the Rules of the Company.
	c) Leave	As per the Rules of the Company.
	d) Club fees	Membership fee for the club as per the Rules of the Company.
	e) Group Medical Insurance	As per the Rules of the Company.
	CATEGORY – B	
	a) Contribution to Provident Fund	As per the Rules of the Company.
	b) Gratuity	As per the Rules of the Company.
	CATEGORY – C	The Company will provide owned and maintained car and fuel for office purposes. Provision for use of telephone shall not be treated as perquisites. However, long distance personal calls on telephone and use of car for private purpose shall be billed by the Company.

4. If the company experiences losses or insufficient profits in any financial year during his tenure as Managing Director the remuneration payable (including revised remuneration, if determined at any point) shall be paid as minimum remuneration, subject to covenant of Schedule V and other applicable provisions of the Act.

5. The annual variation and increase in the remuneration shall be within the overall limits of the managerial remuneration or as prescribed under the Act read with Schedule V thereto.

* The salary, allowances, and other remuneration components listed in present notice / explanatory statement, reflect current proposed compensation as of notice date, which may be reviewed by the competent authorities, subject to specified caps stated hereinabove.

vi. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Taking into consideration the size of the Company, sector it operates into, the businesses, the profile of Mr. Mukherjee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any:

Besides the remuneration proposed to be paid to him, Mr. Mukherjee does not have any other pecuniary relationship with the Company or relationship with the key managerial personnel or other director.

III. Other Information:

i. Reasons of loss or inadequate profits:

Not Applicable

ii. Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms:

Not Applicable

IV. Disclosures:

The information and disclosures of the remuneration package of Mr. Mukherjee have been mentioned in the Annual Report under the Section - Corporate Governance Report.

Accordingly, in terms of Sections 196, 197, 198 & other applicable provisions of the Act read with Schedule V thereto, approval of the Shareholders is being sought by way of Special Resolution for re-appointment of Mr. Mukherjee as the Managing Director of the Company for a period of 5 (five) years with effect from 1st June 2026.

This also forms a part of disclosure as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received consent from Mr. Mukherjee to act as the Managing Director and a declaration that he is not disqualified under Section 164 of the Act to act as such.

Mr. Mukherjee is not debarred from holding directorship by virtue of any SEBI order or any other authority.

Except Mr. Sudipta Mukherjee and his relatives, no other Director or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 10 by way of a Special Resolution.

Item No. 11: To re-appoint Mr. Indrajit Mookerjee (DIN: 01419627) as the Executive Director & Vice-Chairman of the Company.

Mr. Indrajit Mookerjee's current term is set to conclude on 1st April 2026. Last time he was re-appointed as the Executive Director & Vice Chairman of the Company for a period of 3 (three) years i.e. from 2nd April 2023 till 1st April 2026.

In view of his vast experience & valuable contribution, the Board of Directors at its Meeting held on 13th August 2025, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of shareholders, has approved re-appointment of Mr. Mookerjee as the Executive Director & Vice Chairman of the Company, for a further period of 1 (one) year with effect from 2nd April 2026.

In view of the background and rich experience of Mr. Mookerjee, it will be in the interest of the Company that he continues as the Executive Director & Vice Chairman of the Company. The Board of Directors is of the opinion that his in-depth knowledge & diverse experience will be of great value to the Company.

The following additional information as required under Schedule V to the Companies Act, 2013 ('Act') is given below:

I. General Information:

i. Nature of Industry:

The Company is, inter-alia, involved in the business of manufacturing of rolling stock, hydro mechanical equipments, steel castings, bridges other steel structures and execution of Rail EPC Projects.

ii. Date or expected date of commencement of commercial production:

The Company was incorporated on 25th June 1998. The Heavy Engineering and Steel Foundry businesses of the then formed Company namely, Texmaco Limited were demerged into this Company. The operation of the plants of Texmaco Limited were started in 1939.

iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

iv. Financial performance based on given indicators – (as per standalone audited financial statements for the year ended 31st March 2025):

Particulars	(₹ in Crores)
Gross Turnover	4233.98
Other Income	96.93
Net profit as per Statement of Profit & Loss (After Tax)	172.13

v. Foreign investments or collaborations, if any:

Not Applicable.

II. Information about the appointee:

i. Background details:

Mr. Indrajit Mookerjee, aged 77 years, earned his Masters Degree (MS in Chemical Engineering) from Georgia Institute of Technology, Atlanta, USA (also known as Georgia Tech.) and did his B. Tech (Hons) Degree in Chemical Engineering from the Indian Institute of Technology, Kharagpur. He has been one of the members authoring an important research paper for National Bureau of Standards, Boulder, Colorado, USA. He later also participated in an advanced Executive Development Program under Columbia University, NY, USA. Mr. Mookerjee was Director – Business Development of Praxair Asia Inc., located in Singapore prior to becoming founder Managing Director of Praxair India Private Limited and Jindal Praxair Oxygen Co. Limited.

He has also served on the Board of Oriental Carbon & Chemicals Limited. He was the Managing Director of Lorch Welding Products Private Limited.

He later joined Vedanta group and apart from being a Director on Bharat Aluminium Company Limited, he was also appointed as the Managing Director of India Foils Limited on a secondment assignment and successfully turned around the business before divestment.

Mr. Mookerjee had held the position of President of American Chamber of Commerce, and the Chairman of CII, Bengaluru Chapter. He had been the President of Tollygunge Club Limited, Calcutta in the year 2016-17. He is an active social worker. He leads strategic initiatives in the Company and has strengthened Company's position as a trusted and innovative leader in railway sector.

ii. Past remuneration during the financial year 31st March 2025:

Name of the Executive Director and Vice Chairman	Amount (₹ in Crores)
Mr. Indrajit Mookerjee	1.77

iii. Recognition or awards:

Stated under background details above.

iv. Job Profile and his suitability:

Stated under background details above.

v. Remuneration proposed:

Pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions read with Schedule V to the Act together with the Rules framed thereunder (including any statutory modification(s) or re-enactments(s) thereof), Mr. Indrajit Mookerjee is proposed to be re-appointed as the Executive Director & Vice Chairman of the Company on the following terms and conditions:

1. Salary Other Allowances (including special allowance)	₹ 9,52,000/- per month ₹ 8,08,200/- per month The above is subject to increments / adjustment as may be recommended by NRC and decided by the Board of Directors from time to time subject to a yearly overall ceiling of 25% of last paid remuneration as total fixed compensation.
2. Perquisites: CATEGORY – A	
a) Leave	As per the Rules of the Company.
b) Performance pay (including Bonus / Exgratia)	Upto 20% of salary as may be recommended by NRC and decided by the Board of Directors.
c) Club fees	Membership fee for the club as per the Rules of the Company.
d) Group Medical Insurance	As per the Rules of the Company.
CATEGORY – B	The Company will provide owned and maintained car and fuel for office purposes. Provision for use of telephone shall not be treated as perquisites. However, long distance personal calls on telephone and use of car for private purpose shall be billed by the Company.
3. If the company experiences losses or insufficient profits in any financial year during his tenure as Executive Director & Vice Chairman, the remuneration payable (including revised remuneration, if determined at any point) shall be paid as minimum remuneration, subject to covenant of Schedule V and other applicable provisions of the Act.	
4. The annual variation and increase in the remuneration shall be within the overall limits of the managerial remuneration or as prescribed under the Act read with Schedule V thereto.	

vi. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Taking into consideration the size of the Company, sector it operates into, the businesses, the profile of Mr. Mookerjee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any:

Besides the remuneration proposed to be paid to him, Mr. Mookerjee does not have any other pecuniary relationship with the Company or relationship with the key managerial personnel or other director.

III. Other Information:

i. Reasons of loss or inadequate profits:

Not Applicable

ii. Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms:

Not Applicable

IV. Disclosures:

The information and disclosures of the remuneration package of Mr. Mookerjee have been mentioned in the Annual Report under the Section - Corporate Governance Report.

Pursuant to the provisions of Section 196 of the Act, any Director who has attained the age of seventy years may be appointed / re-appointed by passing a Special Resolution to this effect.

Mr. Indrajit Mookerjee has attained the age of 77 (Seventy-Seven) years. Considering Mr. Indrajit Mookerjee's rich experience, expertise and contribution in the Company's growth, the Nomination and Remuneration Committee and Board of Directors have passed resolution for his re-appointment subject to the approval of shareholders.

Accordingly, as stated above and in terms of Sections 196, 197, 198 & other applicable provisions of the Act read with Schedule V thereto, approval of the shareholders is being sought by way of Special Resolution for re-appointment of Mr. Mookerjee as the Executive Director & Vice Chairman of the Company for a period of 1 (one) year with effect from 2nd April 2026.

This also forms a part of disclosure as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received consent from Mr. Mookerjee to act as the Executive Director and Vice Chairman and a declaration that he is not disqualified under Section 164 of the Act to act as such.

Mr. Mookerjee is not debarred from holding directorship by virtue of any SEBI order or any other authority.

Except Mr. Indrajit Mookerjee and his relatives, no other Director or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 11 by way of Special Resolution.

Item No. 12: To revise the remuneration of Mr. Indrajit Mookerjee (DIN: 01419627), Executive Director & Vice-Chairman of the Company.

Mr. Indrajit Mookerjee, aged 77 years, earned his Masters Degree (MS in Chemical Engineering) from Georgia Institute of Technology, Atlanta, USA (also known as Georgia Tech.) and did his B. Tech (Hons) Degree in Chemical Engineering from the Indian Institute of Technology, Kharagpur. He has been one of the members authoring an important research paper for National Bureau of Standards, Boulder, Colorado, USA. He later also participated in an advanced Executive Development Program under Columbia University, NY, USA. Mr. Mookerjee was Director – Business Development of Praxair Asia Inc., located in Singapore prior to becoming founder Managing Director of Praxair India Private Limited and Jindal Praxair Oxygen Co. Limited.

He has also served on the Board of Oriental Carbon & Chemicals Limited. He was the Managing Director of Lorch Welding Products Private Limited.

He later joined Vedanta group and apart from being a Director on Bharat Aluminium Company Limited, he was also appointed as the Managing Director of India Foils Limited on a secondment assignment and successfully turned around the business before divestment.

Mr. Mookerjee had held the position of President of American Chamber of Commerce, and the Chairman of CII, Bengaluru Chapter. He had been the President of Tollygunge Club Limited, Calcutta in the year 2016-17. He is an active social worker.

Mr. Indrajit Mookerjee was re-appointed as the Executive Director & Vice Chairman of the Company with effect from 2nd April 2023 for a period of 3 (three) years at the Annual General Meeting of the shareholders held on 30th September 2022.

He leads strategic initiatives in the Company and has strengthened Company's position as a trusted and innovative leader in railway sector. In recognition of Mr. Indrajit Mookerjee's performance and significant contributions to the Company's strategic growth initiatives-strategic acquisitions and in achieving significant growth in both revenue and profitability for the Company, on the recommendation of the Nomination and Remuneration Committee, Board of Directors in their meeting has revised his remuneration subject to the shareholders approval. His remuneration is in line with industry standards and remuneration drawn by senior level executives in similar companies. The revised remuneration of Mr. Mookerjee satisfies the applicable provisions of the Companies Act, 2013 ('Act') and conditions laid down in Schedule V to the Act.

Revised terms and conditions of remuneration of Mr. Mookerjee with effect from 1st April 2025 for the remaining tenure of his current appointment are as follows:

1	Salary Other Allowances (including special allowance)	₹ 9,52,000/- per month ₹ 8,08,200/- per month The above is subject to increments / adjustment as may be recommended by NRC and decided by the Board of Directors from time to time subject to a yearly overall ceiling of 25% of last paid remuneration as total fixed compensation.
2.	Perquisites: CATEGORY – A	
	a) Leave	As per the Rules of the Company.
	b) Performance pay (including Bonus / Exgratia)	Upto 20% of salary as may be recommended by NRC and decided by the Board of Directors.
	c) Club fees	Membership fee for the club as per the Rules of the Company.
	d) Group Medical Insurance	As per the Rules of the Company.
	CATEGORY – B	The Company will provide owned and maintained car and fuel for office purposes. Provision for use of telephone shall not be treated as perquisites. However, long distance personal calls on telephone and use of car for private purpose shall be billed by the Company.
3.	If the company experiences losses or insufficient profits in any financial year during his tenure as Executive Director & Vice Chairman, the remuneration payable (including revised remuneration, if determined at any point) shall be paid as minimum remuneration, subject to covenant of Schedule V and other applicable provisions of the Act.	
4.	The annual variation and increase in the remuneration shall be within the overall limits of the managerial remuneration or as prescribed under the Act read with Schedule V thereto.	

Accordingly, in terms of Sections 196, 197, 198 & other applicable provisions of the Act read with Schedule V thereto, approval of the Shareholders is being sought by way of Special Resolution for revision in remuneration of Mr. Mookerjee.

This also forms a part of disclosure as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except Mr. Indrajit Mookerjee and his relatives, no other Director or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 12 by way of Special Resolution.

Related Information of Director seeking re-appointment at the forthcoming Annual General Meeting for item nos.4,5,8,9,10,11 and 12.

[In pursuance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards]

Name of the Directors	Mr. Saroj Kumar Poddar (DIN: 00008654) Executive Director & Chairman	Mr. Ashok Kumar Vijay (DIN: 01103278) Executive Director	Mr. Sudipta Mukherjee (DIN: 06871871) Managing Director	Mr. Indrajit Mookerjee (DIN: 01419627) Executive Director & Vice Chairman
Age (in years)	79	72	50	77
Qualification	B. Com (Hons.)	CA, CS	Postgraduate in Management	MS - Chemical Engineering, (Georgia) - U.S., B. Tech (Chemical Engineering)
Date of first Appointment on the Board	25 th September 2010	1 st January 2015	1 st June 2023	9 th September 2019
Experience / Expertise in specific functional areas	<ul style="list-style-type: none"> ● Management leadership experience in manufacturing sector ● Chairman of Adventz Group ● Chairman of India - Saudi Arabia Joint Business Council and is a member of Indo - French CEO Forum ● Was a founder Chairman of Gillette India Limited ● Recipient of Rashtriya Samman award from Central Board of Direct Taxes ● Has served as the President of FICCI and International Chamber of Commerce in India ● Has also served as member of the Board of Governors of the IIT, Kharagpur ● Was also on the advisory Board of Messrs N M Rothschild & Sons (India) Private Limited 	Qualified Chartered Accountant and Company Secretary with an experience of 48 years.	Handled operations of Rail Freight & Passenger Rolling Stock, Bridges etc. with an overall experience of around 26 years.	IITian from Kharagpur, having 20 years of experience of working in abroad and a total experience of 53 years
Remuneration last drawn (₹ in crore)	4.89	1.14	2.01	1.77

Name of the Directors	Mr. Saroj Kumar Poddar (DIN: 00008654) Executive Director & Chairman	Mr. Ashok Kumar Vijay (DIN: 01103278) Executive Director	Mr. Sudipta Mukherjee (DIN: 06871871) Managing Director	Mr. Indrajit Mookerjee (DIN: 01419627) Executive Director & Vice Chairman
Number of meetings of the Board attended during -				
a) FY 2024-25	7 out of 7 Board Meeting held.	7 out of 7 Board Meeting held.	7 out of 7 Board Meeting held.	7 out of 7 Board Meeting held.
b) FY 2025-26	2 out of 2 Board Meeting held till 13 th August, 2025	2 out of 2 Board Meeting held till 13 th August, 2025	2 out of 2 Board Meeting held till 13 th August, 2025	2 out of 2 Board Meeting held till 13 th August, 2025
Shareholding in the Company	2,83,77,042 (incl. HUF and Trust)	2,530	Nil	Nil
Relationship with other Director / KMP in the Company	Father of Mr. Akshay Poddar	Nil	Nil	Nil
Directorship held in other Companies	<ul style="list-style-type: none"> Chambal Fertilisers and Chemicals Limited Lionel India Limited Paradeep Phosphates Limited Zuari Agro Chemicals Limited Zuari Industries Limited Adventz Finance Private Limited Hettich India Private Limited Adventz Homecare Private Limited Hepo India Private Limited Zuari Envien Bioenergy Private Limited Nobilia India Private Limited 	<ul style="list-style-type: none"> Magnacon Electricals India Ltd Texmaco Rail Electrification Limited Texmaco Transtrak Private Limited Panihati Engineering Udyog Private Limited 	<ul style="list-style-type: none"> Wabtec Texmaco Rail Private Limited Touax Texmaco Railcar Leasing Private Limited Texmaco West Rail Limited Texmaco Nymwag Rail & Components Private Limited Saira Asia Interiors Private Limited 	<ul style="list-style-type: none"> Adventz Industries India Private Limited Wabtec Texmaco Rail Private Limited. Rai Enclave Facilities Management Pvt. Ltd Texmaco Nymwag Rail & Components Private Limited Touax Texmaco Railcar Leasing Private Limited Texmaco West Rail Limited Saira Asia Interiors Private Limited

Name of the Directors	Mr. Saroj Kumar Poddar (DIN: 00008654) Executive Director & Chairman	Mr. Ashok Kumar Vijay (DIN: 01103278) Executive Director	Mr. Sudipta Mukherjee (DIN: 06871871) Managing Director	Mr. Indrajit Mookerjee (DIN: 01419627) Executive Director & Vice Chairman
Chairmanship / Membership of Committees in Companies including those in the Company	<p>Paradeep Phosphates Limited</p> <ul style="list-style-type: none"> Member of Nomination and Remuneration Committee <p>Zuari Industries Limited</p> <ul style="list-style-type: none"> Member of Nomination and Remuneration Committee <p>Adventz Finance Private Limited</p> <ul style="list-style-type: none"> Chairman of Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee 	<p>Texmaco Rail & Engineering Limited</p> <ul style="list-style-type: none"> Member of Stakeholders Relationship Committee & Corporate Social Responsibility Committee 	<p>Texmaco Rail & Engineering Limited</p> <ul style="list-style-type: none"> Member of Stakeholders Relationship Committee, Risk Management Committee and Audit Committee 	<p>Texmaco Rail & Engineering Limited</p> <ul style="list-style-type: none"> Chairman of Corporate Social Responsibility Committee Member of Risk Management Committee
Listed entities from which the Director has resigned in the past three years	Nil	1	1	Nil

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