



**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION**

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CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Framed under Regulation 8 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

I. PREAMBLE

The Securities and Exchange Board of India has promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as “Regulations”) on January 15, 2015. In accordance with Regulation 8 read with Schedule A of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”), Texmaco Rail & Engineering Limited (“the Company”) has formulated this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Code”). This Code sets out the principles and practices the Company shall follow to ensure uniform, transparent, and timely disclosure of Unpublished Price Sensitive Information (UPSI) to prevent selective disclosure and maintain the integrity of the securities market. The Company is committed to adopting best practices and ensuring equality of access to information for all stakeholders.

This Code was duly approved by the Board of Directors of the Company and will be reviewed and updated from time to time to align with amendments to applicable laws. All disclosures made under this Code shall be promptly communicated to the stock exchanges where the securities of the Company are listed and made available on the Company’s official website, in accordance with Regulation 8(2). The Code incorporates the principles laid down in Schedule A of the Regulations and reinforces the Company’s commitment to transparent and fair disclosure practices.

II. SCOPE AND APPLICABILITY

This Code shall govern the disclosure of Unpublished Price Sensitive Information (UPSI) by the Company and shall be read in consonance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (“Applicable Law”). All exemptions, carve-outs, and interpretative guidance provided under the Applicable Law, including any circulars, notifications, or clarifications issued by SEBI or other relevant regulatory authorities, shall be deemed to be automatically incorporated into this Code without requiring specific modification or reapproval by the Board, unless such changes mandate otherwise.

The Company shall review this Code periodically to ensure its alignment with evolving regulatory expectations and best practices in corporate governance. In case of any conflict between the provisions of this Code and Applicable Law, the latter shall prevail.

III. DEFINITIONS

This Code shall apply in relation to disclosure by the Company of UPSI. The scope-exceptions as given in Applicable Law shall be applicable for the purpose of this Code as well. Any amendments in the Applicable Law, including any clarification/ circulars of relevant regulator, shall be read into this Code such that the Code shall automatically reflect the contemporaneous Applicable Law at the time of its implementation.

“Connected Person” shall mean any person who is a connected person as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and shall include any person deemed to be a connected person under the said Regulations, as amended from time to time.

“Compliance officer” means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be.

“Chief Investor Relations Officer” shall mean such senior officer designated by the Company, in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, who is responsible for the dissemination of information and disclosure of Unpublished Price Sensitive Information (UPSI) to ensure timely, adequate, and fair disclosure in compliance with this Code and applicable law. Unless otherwise designated by the Board, the Company Secretary for the time being of the Company shall be deemed to be the Chief Investor Relations Officer.

In case the Board designates any other officer, the name and designation of such officer shall be published on the website of the Company.

“Generally Available Information” shall mean information that is made accessible to the public or unitholders on a non-discriminatory basis and would ordinarily include information published on the website of a recognized stock exchange. It shall not include unverified events or information reported in print, electronic, or social media unless and until the same is confirmed by the Company in accordance with this Code and applicable law.

“Insider” means any person who is:

- i. a connected person; or
- ii. in possession of or having access to unpublished price sensitive information pertaining to a scheme;

“Trading day” means a day on which the recognized stock exchanges are open for trading;

“Trading” means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

“Listing Regulations” mean the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Legitimate Purpose” shall: (a) mean sharing of the Unpublished Price Sensitive Information in the ordinary course of business on a need-to-know basis. The Company may share Unpublished Price Sensitive Information if required in the interest of the Company.

Legitimate Purpose shall *inter alia* include sharing of Unpublished Price Sensitive Information on a need to know basis by an insider with the promoter, holding company, subsidiaries,

associates, joint ventures, any governmental and other statutory authority, Courts of law, Tribunals, intermediaries and fiduciaries engaged by the Company, partners, collaborators, lenders, customers, suppliers, merchant bankers, rating agencies, legal advisors, income tax advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and (b) include sharing of the Unpublished Price Sensitive Information in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of this code or the SEBI (Prohibition of Insider Trading) Regulations, 2015.

"Unpublished Price Sensitive Information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall ordinarily including but not restricted to, information relating to the following: –

- a) financial results;
- b) dividends;
- c) change in capital structure;
- d) mergers, de-mergers, acquisitions, delisting's, disposals and expansion of business, award or termination of order/contracts not in the normal course of business] and such other transactions;
- e) changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- f) change in rating(s), other than ESG rating(s);
- g) fund raising proposed to be undertaken;
- h) agreements, by whatever name called, which may impact the management or control of the company;
- i) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- j) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- k) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- l) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- m) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- n) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- o) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;

- p) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For the purpose of sub-clause (ix):

- a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

Words and expressions used in this Code but not defined herein shall have the same meaning as assigned to them under the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations").

In case any such words or expressions are not defined in the Regulations, they shall have the meaning respectively assigned to them under the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 2013, and the rules and regulations made thereunder, as amended from time to time.

IV. SHARING OF UPSI LEGITIMATE PURPOSES

- UPSI is in the nature of information relating to the Company, directly or indirectly, of precise nature that can have an impact on the prices of the securities of the Company if made public.
- In the following cases, which are illustrative in nature, sharing of Unpublished Price Sensitive Information would be considered a Legitimate Purpose:

- (i) For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law:

Example: Any call for information or query received from Ministry of Corporate Affairs, Income tax authority, Securities and Exchange Board of India, stock exchanges, Reserve Bank of India, sectoral regulatory body, etc.

- (ii) Under any proceedings or pursuant to any order of courts or tribunals:

Example: National Company Law Tribunal, National Company Law Appellate Tribunal, quasi-judicial authorities, other appellate tribunals, arbitration proceedings, etc.

- (iii) As part of compliance with applicable laws, regulations, rules and requirements:

Example: Company law, securities law, income tax Law, banking law, etc.

- (iv) Arising out of any contractual obligations or arrangements entered by the Company set forth in any contract, agreement, arrangement, settlement, understanding or undertaking:

Example: Due-diligence for any kind of restructuring, namely mergers, demergers and acquisitions, joint venture agreements, share purchase agreements, franchisee agreement, etc.

- (v) Arising out of business requirement including requirement for the purposes of promoting business of the Company, strategies of business, statutory consolidation requirements or related customary disclosure obligations which may require sharing of the Unpublished Price Sensitive Information with any outsider or Promoter of the Company, who in turn may share it with their Promoter(s) as well as with their advisors, consultants, intermediaries, fiduciaries, etc.
- (vi) Sharing the relevant Unpublished Price Sensitive Information by Company or Promoters with intermediaries, fiduciaries, merchant bankers, advisors, lawyers, bankers, consultants, valuers, auditors, insolvency professionals, business support agents, transaction processing service providers, etc. in order to avail professional services from them.
- (vii) Sharing the relevant Unpublished Price Sensitive Information by the Company or Promoters with business partners essential to fulfil the terms and conditions of a business contract with a client, vendor, collaborator or lender.
- (viii) Sharing the relevant Unpublished Price Sensitive Information by the Company or Promoter for advice, consultation, transaction support, valuation, fund raising or other intermediation and approvals.
- (ix) Sharing the relevant UPSI by Company or Promoters with intermediaries, fiduciaries, merchant bankers, advisors, lawyers, bankers, consultants, valuers, auditors, insolvency professionals, business support agents, transaction processing service providers, etc. in order to avail professional services from them.
- (x) Sharing the relevant Unpublished Price Sensitive Information by the Company for the purpose of legal, financial or any other professional advice to be obtained or for accounting or audit or for defense to be prepared for litigation or dispute resolution.

- (xi) Sharing the relevant Unpublished Price Sensitive Information by the Company for transactions that would entail an obligation to make an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 where the Board of Directors is of opinion that sharing of such information is in the best interests of the Company.
 - (xii) For a transaction that does not attract the obligation to make an open offer under the Takeover Regulations but where the Board of Directors is of opinion that sharing of such information is in the best interests of the Company.
 - (xiii) Sharing financial information for preparation of consolidated financial statements of holding company, where applicable.
 - (xiv) Sharing information with statutory auditors, secretarial auditors, internal auditors or cost auditors in the course of performance of their duties or otherwise while obtaining any certificate, comfort or confirmation required from them, including for placing any transaction for approval before the Board of Directors.
 - (xv) For all those activities done by the Company in furtherance of its objects as listed in its memorandum of association.
- Any person in receipt of unpublished price sensitive information pursuant to a “**legitimate purpose**” shall be considered an “**insider**” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.
 - The **Compliance Officer need to ensure** that before any Unpublished Price Sensitive Information (UPSI) is shared for legitimate purposes, the following conditions are met and documented:
 - a) The necessity of sharing the UPSI is established and justified;
 - b) The recipient requires the UPSI for a valid, legitimate purpose to be ascertained;
 - c) The person sharing the UPSI is authorised to do so and has informed the Compliance Officer in advance;
 - d) A Non-Disclosure Agreement (NDA) is executed with the recipient;
 - e) A formal notice is issued to the recipient to maintain confidentiality and restrict use of the UPSI solely for the stated purpose.
 - f) A **Structured Digital Database (SDD)** is maintained internally, capturing the nature of UPSI shared, names and PAN (or other legal identifiers) of persons sharing and receiving UPSI, purpose, date, and time of sharing, with secure time-stamping and audit trails;
 - g) The SDD is updated within **2 calendar days** for any UPSI received from external sources and preserved for at least **8 years**, or longer as required during regulatory proceedings.

V. FUNCTIONS OF THE CHIEF INVESTOR RELATIONS OFFICER

The Chief Investor Relations Officer plays a crucial role in managing communication of price-sensitive information and ensuring compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Key Functions:

- (i) Ensuring universal dissemination of Unpublished Price Sensitive Information (UPSI) to maintain transparency and comply with fair disclosure norms.
- (ii) Determination of questions as to whether any particular information amounts to UPSI. Determination of response, if any, of the Company to any market rumour in accordance with this Code after verification.
- (iii) In consultation with the Managing Director and CFO, the CIRO addresses queries received from insiders concerning UPSI, ensuring compliance with applicable laws and the Company's Code of Conduct.
- (iv) Providing expert advice to insiders on whether certain information should be treated as UPSI, facilitating compliance and preventing inadvertent insider trading.
- (v) Ensuring adherence to best practices, including:
 - a. Uploading transcripts or records of meetings with analysts and investor relations conferences on the Company's official website as recommended under SEBI Listing Regulations (Regulation 30).
 - b. Publishing any PowerPoint presentations or similar material used during such meetings.
 - c. Disclosing earnings guidance or similar materials distributed at press conferences.
 - d. Sharing material information about the Company's business plans or other price-sensitive information provided during analyst interactions or meetings.

VI. DISCLOSURE POLICY

To ensure transparency, fairness, and regulatory compliance in handling and communicating Unpublished Price Sensitive Information (UPSI), the Company adopts the following principles of fair disclosure:

- (i) The Company shall ensure prompt and accurate public disclosure of UPSI that may materially impact price discovery, as soon as credible and concrete information comes into being, making such information generally available in the public domain without delay.
- (ii) The Company shall ensure simultaneous and non-discriminatory dissemination of UPSI to avoid any form of selective disclosure.
- (iii) A senior officer is designated as the Chief Investor Relations Officer (CIRO) to oversee dissemination and disclosure of UPSI. The CIRO shall act as the single point of contact

for interactions with investors, analysts, and media, and ensure regulatory compliance in disclosures.

- (iv) If any UPSI is disclosed selectively, inadvertently, or otherwise, the CIRO shall ensure prompt public dissemination of such information no later than 24 hours (or within the regulatory timeline) from the time it comes to the Company's attention, to ensure that it is made generally available.
- (v) The Company shall provide appropriate, accurate, and fair responses to queries by stock exchanges, SEBI, or any other regulatory authority regarding market rumours or news reports, after due verification.
- (vi) The Company shall ensure that no UPSI is shared with analysts, institutional investors, or research personnel unless such information is generally available in the public domain or simultaneously disclosed in accordance with this Code.
- (vii) The Company shall adopt best practices to ensure transparency, fairness, and regulatory compliance in its interactions with analysts, investors, and research personnel. This includes making available on the official website the transcripts or recordings of all analyst and investor meetings or conference calls, uploading any presentation materials used during such interactions, and disclosing any material business plans or information that may lead to price discovery if shared during these meetings.
- (viii) To ensure uniform and wide dissemination of information, the Company shall use one or more of the following methods:
 - Issuing press releases in newspapers or credible electronic media.
 - Filing disclosures with the stock exchanges as required by law.
 - Conducting webcasts, webinars, or conference calls with investors and analysts.
 - Uploading disclosures and related materials on the Company's official website.

These methods shall ensure simultaneous access to all stakeholders and prevent selective disclosure of material information.

VII. NEED-TO-KNOW

All Unpublished Price Sensitive Information (UPSI) shall be handled strictly on a need-to-know basis, and access shall be restricted to individuals whose functional responsibilities require such information for legitimate purposes. Adequate internal controls, including structured digital databases, access logs, and time-stamped audit trails, shall be maintained to ensure the integrity, confidentiality, and traceability of UPSI.

Access to UPSI shall be managed through secured systems with role-based permissions, and periodic reviews shall be conducted to ensure compliance with access controls.

VIII. VERIFICATION OF MARKET RUMOURS AND RESPONSE TO QUERIES

The Chief Investor Relations Officer shall provide appropriate and fair responses to queries in relation to UPSI including any news reports. A 'No Comment' policy must be maintained by

the Company and the Chief Investor Relations Officer shall not comment on market rumours except when requested by regulatory authorities to verify such rumours.

Speculative reports appearing in the press or electronic media may be ignored unless the situation demands otherwise. In such cases, the Chief Financial Officer or Compliance Officer, in consultation with the Managing Director, shall respond to queries on news reports and market rumours and, if necessary, disseminate appropriate disclosures to stock exchanges and other external agencies.

The Company may ignore speculative reports that appear in the press or in the electronic media. However, if the situation so demands, Chief Financial Officer/Compliance Officer may respond to queries on news reports and/or market rumours, in consultation with the Managing Director and disseminate it to the Stock Exchanges and external agencies, as required.

The decision to make a public announcement for verifying or denying rumours shall rest with the Chief Financial Officer or Compliance Officer, who will ensure timely and accurate disclosure as required.

IX. POLICY REVIEW

This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Code”) reflects the Company's commitment to ensuring transparent, fair, and equitable dissemination of information in accordance with the highest standards of corporate governance and applicable legal requirements.

This Code also encompasses the guiding principles for sharing Unpublished Price Sensitive Information (“UPSI”) on a legitimate need-to-know basis, as required under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

The provisions of this Code shall be reviewed periodically and may be amended, modified, or supplemented, as deemed necessary, to remain aligned with applicable laws, regulatory developments, or business requirements. Any such changes shall be approved by the Board of Directors, as required.

This Code shall be read in conjunction with the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. In the event of any inconsistency between this Code and the said Regulations, the provisions of the SEBI Regulations shall prevail.

X. AMENDMENTS TO THIS CODE

Any amendment to this Code shall be done through a resolution passed by the Board of Directors of the Company.

XI. POSTING OF THE CODE

This Code shall be posted on the website of the Company.