



**POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR
INFORMATION**

Texmaco Rail & Engineering Limited
CIN: L29261WB1998PLC087404
Registered Office: Belgharia, Kolkata – 700056,
West Bengal, India
Ph- +91 33 2569 1500
Email- texrail_cs@texmaco.in
Website- www.texmaco.in

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

1. Legal Framework

This Policy for Determination of Materiality of Events or Information is aimed at providing guidelines to the management of Texmaco Rail & Engineering Limited, to determine the materiality of events or information, which could affect investment decisions and ensure timely and adequate dissemination of information to the Stock Exchange(s) (as hereinafter defined).

This Policy has been formulated in accordance with the current guidelines laid down by Securities Exchange Board of India under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to disclosure of events and information.

This Policy for Determination of Materiality (the ‘Policy’) has been amended by the Board of Directors of the Company at its Meeting held on 16th May, 2025.

2. Applicability

This Policy shall be applicable to all events in the Company, as and when they come under the criteria enumerated in the Policy.

3. Definitions

“**Act**” means the Companies Act, 2013 (and the Rules) and the Companies Act, 1956 to the extent applicable.

“**Board of Directors**” means the Board of Directors of the Company.

“**Company**” means Texmaco Rail & Engineering Limited.

“**Key Managerial Personnel**” means key managerial personnel as defined under sub-section (51) of section 2 of the Companies Act, 2013.

“**Listing Regulations**” means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“**Policy**” means this policy, as amended from time to time.

“**SEBI**” means the Securities and Exchange Board of India.

“**Rules**” means the rules made under the Companies Act, 2013.

“Stock Exchange(s)” means BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed.

4. Events which are deemed to be Material events

The Company shall disclose all such events which are specified in Para A of Part A of Schedule III of the Listing Regulations (as applicable from time to time) without any application of the guidelines for materiality as specified in sub-regulation (2) of Regulation 30 of the Listing Regulations.

5. Events which are dependent on application of guidelines for Materiality

The Company shall disclose all such material events pertaining to itself or its subsidiary(ies), specified in Para B of Part A of Schedule III of the Listing Regulations subject to application of guidelines for materiality.

Guidelines for determining materiality of events or information:

- i) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly, or
- ii) the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date, or
- iii) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - 2% (two percent) of turnover, as per the last audited consolidated financial statements of the Company;
 - 2% (two percent) of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;
 - 5% (five percent) percent of the average absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.
- iv) In case where the criteria specified in sub-clause (i), (ii) and (iii) are not applicable, an event/ information may be treated as being material, if in the opinion of the Board of Directors, the event/ or information is considered material.

6. Guidelines on occurrence of an event / information

The occurrence of material event/information would be either by the Company's own accord or not in the hands of the Company. It can be categorized as under:

- (a) depends upon the stage of discussion, negotiation or approval; and
- (b) in case of natural calamities, disruptions etc., it would depend upon the timing when the company became aware of the event/information.

In respect of the events under 6(a), the events/information can be said to have occurred upon receipt of approval of Board of Directors, e.g. further issue of capital by rights issuance and in certain events/information after receipt of approval of both i.e. Board of Directors and shareholders.

However, considering the price sensitivity involved, for certain events e.g. decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board of Directors, pending shareholder's approval.

In respect of the events under 6(b), the events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, an officer of the entity has, or ought to have reasonably come into possession of the information in the course of the performance of his duties. The term 'officer' shall have the same meaning as defined under the Act and shall also include Promoter of the Company.

7. Authorize Key Managerial Personnel (KMP) for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange

The following KMPs are hereby severally authorized by Board of Directors for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchange(s) ("**Authorized Person(s)**")

- a. Managing Director
- b. Chief Financial Officer
- c. Company Secretary

The materiality of events outlined above are indicative in nature. There may be a likelihood of some unforeseen events emerging due to the prevailing business scenario from time to time. Hence, the relevant Authorized Person should exercise his/her own judgement while assessing the materiality of events associated with the Company. In case the relevant Authorized Person perceives any doubt regarding materiality he/she may consult Chairman or any other Director before disclosing the information to the Stock Exchange(s).

Details of above KMPs shall be also disclosed to the Stock Exchange(s) and as well as on Company's website.

8. Amendments

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

9. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Act or Listing Regulations or any other statutory enactments or rules, the provisions of Listing Regulations / Act or statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.

10. DISSEMINATION OF POLICY

This Policy shall be hosted on the website of the Company.