

## Integrated Governance

### TEXMACO RAIL & ENGINEERING LIMITED

#### General information about company

Scrip code	533326	
NSE Symbol	TEXRAIL	
MSEI Symbol	NOTLISTED	
ISIN	INE621L01012	
Date of start of financial year	01-04-2025	
Date of end of financial year	31-03-2026	
Reporting Quarter Type	Quarterly	
Date of Quarter Ending	30-06-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false	Not Applicable for this quarter
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	false	Not Applicable for this quarter
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	false	Not Applicable for this quarter
Risk management committee	true	
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities	
Is SCORE ID Available ?	true	
SCORE Registration ID	t00495	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

## Annexure I

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

## I. Composition of Board of Directors

Annexure I to be submitted by listed entity on quarterly basis																								
I. Composition of Board of Directors																								
Disclosure of notes on composition of board of directors explanatory										Textual Information(1)														
Whether the listed entity has a Regular Chairperson										true														
Whether Chairperson is related to MD or CEO										false														
										Disqualification of Directors under section 164 of the Companies Act, 2013														
Sr no.	Title(Mr/Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	S. K. Poddar	00008654	Executive Director	Chairperson related to Promoter		false				Active	NA		25-09-2010	25-09-2020			5	0	0	0			
2	Mr	Utsav Parekh	00027642	Non-Executive - Independent Director	Not Applicable		false				Active	NA		04-09-2018	04-09-2023		81	7	4	9	3			
3	Mr	Virendra Sinha	03113274	Non-Executive - Independent Director	Not Applicable		false				Active	NA		17-02-2021	17-02-2024		52	3	3	4	0			
4	Mr	P. S. Bhattacharyya	00329479	Non-Executive - Independent Director	Not Applicable		false				Active	NA		01-01-2022	01-01-2025		42	4	4	5	3			
5	Ms	Rusha Mitra	08402204	Non-Executive - Independent Director	Not Applicable		false				Active	NA		17-02-2021	17-02-2024		52	7	7	9	3			
6	Mr	Akshay Poddar	00008686	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		02-09-2011	02-09-2011			5	0	2	1			
7	Mr	Indrajit Mookerjee	01419627	Executive Director	Not Applicable		false				Active	NA		02-04-2020	02-04-2023			1	0	1	0			
8	Mr	Sudipta Mukherjee	06871871	Executive Director	Not Applicable	MD	false				Active	NA		01-06-2023	01-06-2023			1	0	1	0			
9	Mr	A. K. Vijay	01103278	Executive Director	Not Applicable		false				Active	NA		01-01-2015	01-01-2023			1	0	1	0			
10	Mr	U. V. Kamath	00648897	Executive Director	Not Applicable		false				Active	NA		01-02-2024	01-02-2024			1	0	0	0			
11	Mr	Hemant Bangur	00040903	Non-Executive - Independent Director	Not Applicable		false				Active	NA		16-05-2024	16-05-2024		13	5	1	5	0			
12	Mr	Marco Philippus Ardeshir Wadia	00244357	Non-Executive - Independent Director	Not Applicable		false				Active	NA		30-12-2024	30-12-2024		6	2	2	1	1			

**Text Block**

Textual Information(1)

1. The Tenure for Directors has been counted for completed months for which they are serving on the Board. 2. The Chairmanship in the Committees is also considered as membership in this Report. In reference to Disclosure under Regulation 26(1) of the SEBI (LODR) Regulations, 2015, we have considered Chairmanship of Audit & Stakeholders Relationship Committee pertaining to only listed entities and Chairmanship of unlisted public entities is considered as Membership only.

## Annexure I

### II. Composition of Committees

Disclosure of notes on composition of committees explanatory

**Audit Committee Details**

Whether the Audit Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00027642	Utsav Parekh	Non-Executive - Independent Director	Chairperson	14-05-2021		
2	01419627	Indrajit Mookerjee	Executive Director	Member	07-11-2022		
3	03113274	Virendra Sinha	Non-Executive - Independent Director	Member	23-09-2024		
4	00040903	Hemant Bangur	Non-Executive - Independent Director	Member	23-09-2024		

**Nomination and remuneration committee**

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

### Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson							true
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00008686	Akshay Poddar	Non-Executive - Non Independent Director	Chairperson	06-02-2012		
2	01103278	A. K. Vijay	Executive Director	Member	26-09-2016		
3	08402204	Rusha Mitra	Non-Executive - Independent Director	Member	09-12-2021		
4	06871871	Sudipta Mukherjee	Executive Director	Member	27-02-2024		

**Risk Management Committee**

Whether the Risk Management Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03113274	Virendra Sinha	Non-Executive - Independent Director	Chairperson	23-09-2024		
2	01419627	Indrajit Mookerjee	Executive Director	Member	14-05-2021		
3	06871871	Sudipta Mukherjee	Executive Director	Member	01-02-2024		

**Corporate Social Responsibility Committee**

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01419627	Indrajit Mookerjee	Executive Director	Chairperson	01-02-2024		
2	00027642	Utsav Parekh	Non-Executive - Independent Director	Member	09-12-2021		
3	01103278	A. K. Vijay	Executive Director	Member	07-11-2022		

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

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	31-01-2025			true	12	11	5
2	25-03-2025	52		true	12	12	6
3	16-05-2025	51		true	12	12	6

## Annexure I

IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Nomination and remuneration committee	04-03-2025				true	3	3	2	0
2	Nomination and remuneration committee	15-05-2025	71			true	3	3	2	0
3	Audit Committee	30-01-2025				true	4	3	2	0
4	Audit Committee	16-05-2025	105			true	4	4	3	0
5	Corporate Social Responsibility Committee	25-03-2025				true	3	3	1	0
6	Risk Management Committee	17-03-2025				true	3	3	1	0
7	Stakeholders Relationship Committee	22-01-2025				true	4	4	1	0

**Annexure I**

<b>V. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

**Annexure I**

Sr	Subject	Compliance status
1	Name of signatory	Sandeep Kumar Sultania
2	Designation	Company Secretary and Compliance Officer

**Details of Cyber security incidence**

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

**Signatory Details**

Name of signatory	Sandeep Kumar Sultania
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	28-07-2025

**Investor Grievance Details**

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0