

20th May, 2026

*National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex
Bandra (E), Mumbai – 400051*
Symbol -TEXRAIL

*BSE Limited
P. J. Towers,
Dalal Street,
Mumbai – 400001*
Scrip Code – 533326

Subject: Annual Secretarial Compliance Report for the year ended 31st March, 2026 under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sirs,

Please find enclosed herewith the Annual Secretarial Compliance Report for the year ended 31st March, 2026, issued by M/s. S.R. & Associates, Practicing Company Secretaries and the Secretarial Auditor of the Company.

This is for your information and record.

Thanking you,

Yours faithfully,
For **Texmaco Rail & Engineering Limited**

Sandeep Kumar Sultania
Company Secretary &
Compliance Officer

Encl: as stated above

An **adventz** group company

📍 Registered Office:
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🌐 www.texmaco.in

CIN: L29261WB1998PLC087404

Secretarial Compliance Report

of

TEXMACO RAIL & ENGINEERING LIMITED for the financial year ended 31.03.2026

We, S. R & Associates, Company Secretaries in Practice, have examined:

- (a) all the documents and records made available to us and explanation provided by **TEXMACO RAIL & ENGINEERING LIMITED** ("the listed entity")
- (b) the filings/submissions made by the Listed Entity to the Stock Exchanges namely National Stock Exchange of India Ltd. & BSE Limited,
- (c) website of the Listed Entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this report.

for the financial year ended 31.03.2026 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- (d) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- and circulars/guidelines issued thereunder;

And based on the above examination, we hereby report that, during the Review Period:

- (a) the Listed Entity complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

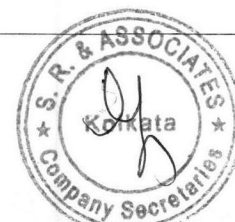
Sl. No.	Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviation	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
Nil										

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sl. No.	Observations /Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31-03-2025	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Details of Violation/ deviations and actions taken/ penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
Nil						

- I. We hereby report that during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	Secretarial Standards:	YES	NIL



4.	Disqualification of Director(s): None of the director(s) of the listed entity is/are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.	YES	NIL
5.	Details related to subsidiaries of listed entities have been examined w.r.t. (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	YES YES	NIL NIL
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and Disposal of records as per policy of preservation of documents and archival policy prescribed under SEBI LODR Regulations, 2015.	YES	NIL
7.	Performance Evaluation: The Listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.	YES	NIL
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of audit committee for all related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons alongwith confirmation whether the transactions were subsequently	YES NA	NIL NIL



	approved/ratified/rejected by the audit committee.		
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	YES	NIL
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulations 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	YES	NIL
11	<p>Actions taken by SEBI or Stock Exchange(s), if any</p> <p>No action(s) has been taken against the listed entity/its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder.</p>	NA	NIL
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraphs 6.1 & 6.2 of section V-D of Chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	NIL



13.	Additional non-compliances, if any. No additional non-compliances observed for any SEBI Regulation/Circular/ Guidance note etc. except as reported above.	NA	NIL
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Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For S R & Associates
Practicing Company Secretaries
Partner

Unique Code of Partnership Firm: **P2008WB016700**



Geeta Roy Chowdhury

Name of Company Secretary in Practice: **Geeta Roy Chowdhury**
Membership No: **FCS 7040; C.P. No.:7741**
Unique Code Number: **12010WB714700**
UDIN: **F007040H000341506**

Place: Kolkata

Dated: 12.05.2026