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-Eighth (28th) Annual General Meeting ("AGM") of **TEXMACO RAIL & ENGINEERING LIMITED** will be held on **Friday, 18th September, 2026 at 1:00 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, 2026 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, 2026 and the report of the Auditors thereon.

Item No. 3

To declare dividend on Equity Shares for the financial year ended 31st March 2026.

Item No. 4

To appoint a Director in place of Mr. U.V. Kamath (DIN: 00648897), who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 5

To appoint a Director in place of Mr. Akshay Poddar (DIN: 00008686), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 6: To ratify the remuneration payable to M/s. DGM & Associates, Cost Accountants (Firm Registration No: 000038) for the financial year 2026-2027.

To consider and if thought fit, to pass with or without modification(s) 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 M/s. 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 2027, at existing fees of ₹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 approve Increase in Borrowing limits of the Company as prescribed under Section 180(1)(c) of the Companies Act, 2013.

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 Section 180(1)(c) and other applicable provisions, of the Companies Act, 2013, as amended from time to time and the Rules made there under, including any modifications, amendments or re-enactment thereof ("the Act") and subject to such other approvals as may be necessary, and in supersession of the earlier resolution passed by Shareholders of the Company on 9th September, 2019 in this regard, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board and/or any officer(s) authorised by the Board in this behalf), to borrow any sum or sums of monies (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), from time to time, in such form and manner and on such terms and conditions as the Board may deem fit, as may be required for the purpose of business of the Company (whether funded or non-funded), from one or more Banks, Financial Institutions and/or any other lending institutions, Government(s)/ Government Bodies, Company's bankers and /from any one or more other persons (including but not limited to the Company's shareholders), firms and body corporates, by way of term loans, debentures, or any other securities or otherwise, either in rupees or in such other foreign currencies as may be permitted by law from time to time, whether secured or unsecured, will or may exceed the aggregate of the paid-up capital of the Company, its free reserves and securities premium, provided that the total amount borrowed and outstanding at any time shall not exceed ₹4,500 Crores (Rupees Four Thousand Five Hundred Crores Only) or equivalent amount in foreign currency.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the aforesaid resolution and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution and also to delegate all or any of the above powers to the Committee of Directors."

Item No. 8: To approve creation of charge on the assets of the Company as prescribed under Section 180(1)(a) of the Companies Act, 2013.

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 Section 180(1)(a) and other applicable provisions, of the Companies Act, 2013, as amended from time to time and the Rules made there under, including any modifications, amendments or re-enactment thereof ("the Act") and subject to such other approvals as may be necessary, and in accordance with the relevant provisions of the Memorandum of Association and Articles of Association of the Company, and in supersession of the earlier special resolution passed by Shareholders of the Company on 9th September, 2019 in this regard, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board and/or any officer(s) authorised by the Board in this behalf) to create, from time to time, in one or more tranches, charge, mortgage, pledge, hypothecation, lien, assignment or any other encumbrance or security interest, in addition to the existing charge, mortgage, pledge, hypothecation, lien, assignment or any other encumbrance or security interest created by the Company, on all or any of the movable and/ or immovable properties, current and/ or fixed assets, tangible and/ or intangible assets of the Company, whether situated in India or outside India, both present and future, and/or the whole or substantially the whole of the undertaking(s) of the Company, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority, as the Board may deem fit, in favour of from one or more Banks, Financial Institutions and/or any other lending institutions, Government(s)/ Government Bodies, Company's bankers and /from any one or more other persons (including but not limited to the Company's shareholders), firms and body corporates, by way of term loans, debentures, or any other securities or otherwise, either in rupees or in such other foreign currencies, together with interest, cost, charges, expenses and all other monies payable in respect thereof, provided that the aggregate outstanding amount of the borrowings and credit facilities, availed or to be availed, from time to time, by the Company, whether existing or future, in respect of which security has been or is to be created, at any point of time shall not exceed the borrowing limits approved or to be approved by the Members of the Company under Section 180(1)(c) of the Act, [i.e., ₹ 4,500 Crores (Rupees Four Thousand Five Hundred Crores only).

FURTHER RESOLVED THAT the Board be and is hereby authorised and empowered to determine and finalize the terms and conditions in relation to creation, perfection, modification of mortgages and/or charges created/to be created on such movable and/or immovable properties of the Company in connection with the borrowing and credit facilities and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the aforesaid resolution and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution and also to delegate all or any of the above powers to the Committee of Directors."

Belgharia
Kolkata - 700056
Dated: 12th May 2026

By the order of the Board
Sandeep Kumar Sultania
Company Secretary

NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide General Circular No. 03/2025, ('MCA Circular') read with other relevant circulars from MCA & Securities and Exchange Board of India ('SEBI') issued from time to time 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 Messrs 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 Mr. Niraj Agarwal, Practicing Chartered Accountant (Membership No. 060313) 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 2025-26 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/clientservices/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 business at Item no. 6 to 8 of the Notice as set out above is annexed hereto.**

4. In terms of Section 152 of the Act, Messrs U.V. Kamath (DIN: 00648897) and Akshay Poddar (DIN: 00008686), retire by rotation at the ensuing AGM, and being eligible, seek re-appointments.

   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 niraj@execonservices.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 Saturday, 12th September, 2026 to Friday, 18th September, 2026 (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 **Friday, 11th September, 2026** ('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.

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 and the certificate of ESOP pursuant to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, 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 / 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/jan-2026/1767611333081.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 remained 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 are being 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/clientservices/investors/taxforms.aspx 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	CDSL
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.	**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/Home/EasiRegistration. Alternatively, to register for Easiest facility visit: https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration. (ii) Proceed with completing the required fields. (iii) Follow the steps as stated in point no. 1 for casting the vote during the remote e-voting period.

NSDL	CDSL
B. Alternatively, the Shareholders may vote through the e-voting website of NSDL by following the procedure as mentioned below: (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.	**B. Alternatively, the Shareholders may vote through the e-voting website of CDSL by following the procedure as mentioned below:** (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 respective 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 site 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 'EVEN' 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., **Friday, 11th September, 2026** 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 einward.ris@kfintech.com.

20. The remote e-voting period commences **at 9:00 a.m. on Monday, 14th September, 2026** and ends **at 5.00 p.m. on Thursday, 17th September, 2026.** 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 **Friday, 11th September, 2026** 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 'EVEN' and the name of the Company can be selected.

B. The facility for joining the AGM shall be kept open from 12:45 p.m. i.e. 15 minutes before the scheduled time for commencement of the AGM, and may be closed at 1:15 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 einward.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 / speaker registration shall commence at **9:00 a.m. on Monday, 14th September, 2026** and close at **5:00 p.m. on Wednesday, 16th September, 2026**. 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 within two working days after the date of the AGM i.e. **18th September 2026**. 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	Friday, 18th September, 2026 at 1:00 p.m. (IST)
Cut-off date for E-voting	Friday, 11th September, 2026
E-voting Opening and Closing Date & Time	Monday, 14th September, 2026 at 9:00 a.m. & Thursday, 17th September, 2026 at 5:00 p.m.
Speaker Registration window Opening and Closing Date & Time	Monday, 14th September, 2026 at 9:00 a.m. & Wednesday, 16th September, 2026 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 2026-2027.

The Board of Directors on the recommendation of the Audit Committee, at its Meeting held on 12th May 2026 has approved the re-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, 2027 at existing 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.

As per Section 102(2) of the Act, it is clarified that the proposed Resolution does not relate to or affect any other 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 approve Increase in Borrowing limits of the Company as prescribed under Section 180(1)(c) of the Companies Act, 2013.

The Board of Directors of the Company is of the view that, considering the Company's future growth plans and funding requirements, the existing borrowing limits of the Company be enhanced to an aggregate limit of ₹4,500 crore to provide greater financial flexibility. Accordingly, in supersession of the resolution passed by the Members at the Annual General Meeting held on 9th September, 2019, it is proposed to authorise the Board of Directors, subject to the approval of the Members, to borrow monies, from time to time, in excess of the limits prescribed under Section 180(1)(c) of the Companies Act, 2013 ("Act"), from Banks, Financial Institutions and/or other lending institutions, Government(s)/Government Bodies, the Company's bankers and/or any other persons, firms or body corporates, including the Company's shareholders.

Keeping in view the above, the Board of Directors of the Company at its meeting held on 12th May, 2026 had accorded its consent to revise the borrowing powers of the Board to an aggregate limit of ₹4,500 crore (Rupees Four Thousand Five Hundred Crore only), subject to the approval of Members, for the smooth functioning and growth of the Company.

Section 180(1)(c) of the Act provides that the Board shall not borrow monies, where the money to be borrowed, together with the money already borrowed by the Company, exceeds the aggregate of its paid-up share capital, free reserves and securities premium, except with the prior approval of the Members by way of a Special Resolution.

Accordingly, approval of the Members is sought for enhancing the borrowing limits of the Company and in supersession of the resolution passed at the AGM held on 9th September, 2019.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

As per Section 102(2) of the Act, it is clarified that the proposed resolution does not relate to or affect any other Company.

The Board recommends the passing of the proposed resolution as set out at Item No. 7 by way of Special Resolution.

Item No.8: To create charge on the assets of the Company as prescribed under Section 180(1)(a) of the Companies Act, 2013.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("Act"), approval of the Members by way of a Special Resolution is required for creation of charge, mortgage, pledge, hypothecation, lien, assignment or any other encumbrance or security interest on the assets of the Company.

The members of the Company had passed the Special Resolution in AGM on 9th September, 2019 and authorised the Board of Directors of the Company to create charge, mortgage, pledge, hypothecation on the assets of the Company for securing borrowings up to the limits approved by the Members of the Company under Section 180(1)(c) of the Act, on such terms and conditions as the Board may deem fit.

Considering the future growth plans and increase in the borrowing limits under Section 180(1)(c) of the Act, the Board at its meeting held on 12th May, 2026, has approved, subject to approval of the Members of the Company, creation of charge, mortgage, pledge, hypothecation, lien, assignment or any other encumbrance or security interest on the assets of the Company, whether present or future, to secure borrowings and credit facilities up to the borrowing limits as set out in Item No. 7 of the Notice.

Accordingly, it is proposed to obtain approval of the Members for this purpose in modification to the previous resolution approved by the Members in AGM on 9th September, 2019.

None of the Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

As per Section 102(2) of the Act, it is clarified that the proposed Resolution does not relate to or affect any other Company.

The Board recommends the passing of the proposed resolution as set out at Item No. 8 by way of Special Resolution.

Related Information of Director seeking re-appointment at the forthcoming Annual General Meeting for item no. 4 & 5.

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

Name of the Directors	Mr. U.V. Kamath (DIN: 00648897) Executive Director	Mr. Akshay Poddar (DIN: 00008686) Non-Executive Director, Non-Independent Director & Co-Chairman
Age (in years)	61	50
Qualification	Electrical Engineering	Honours in Accounting & Finance from London School of Economics and Political Science, University of London
Date of first Appointment on the Board	1st February, 2024	2nd September 2011
Terms & Conditions of appointment / re-appointment	Re-appointment as Executive Director, liable to retire by rotation.	Re-appointment as Non-executive Director, liable to retire by rotation.
Experience / Expertise in specific functional areas	· More than 30 years of vast experience in the field of Railway Electrification business and other electrical engineering service industry. · Founder Director of Bright Power Projects (India) Private Limited	Over 24 years of extensive experience in strategic management, business development, and leadership across diverse sectors, including fertilizers, agri-inputs, heavy engineering, sugar, consumer products, real estate, investments, and furniture.
Remuneration last drawn (₹ in crore)	3.73	Nil*
Number of meetings of the Board attended during the financial year (FY 2025-26)	5 out of 6 Board Meetings held.	5 out of 6 Board Meetings held.
Shareholding in the Company	25,22,216	14,820
Relationship with other Director / KMP in the Company	N.A.	Son of Mr. S.K. Poddar
Directorship held in other Companies	Nil	· Adventz Securities Enterprises Limited · Hettich India Private Limited · Zuari Farmhub Limited · Adventz Homecare Private Limited · Touax Texmaco Railcar Leasing Private Limited · Adventz Finance Private Limited · Lionel India Limited · The Fertiliser Association of India · Texmaco Infrastructure & Holdings Limited · Adventz Keventer Realty Private Limited · Adventz Industries India Private Limited

Name of the Directors	Mr. U.V. Kamath (DIN: 00648897) Executive Director	Mr. Akshay Poddar (DIN: 00008686) Non-Executive Director, Non-Independent Director & Co-Chairman
		· Nobilia India Private Limited · Adventz Keventer Capital Advisors Private Limited · Keventer Realty Ventures Private Limited · Hepo India Private Limited · Indian Chamber of Commerce Calcutta · Zuari Agro Chemicals Limited · Paradeep Phosphates Limited · Zuari Industries Limited
Chairmanship / Membership of Committees in Companies including those in the Company	Nil	**Texmaco Rail & Engineering Limited** · Member of Nomination and Remuneration Committee · Chairman of Stakeholders Relationship Committee **Texmaco Infrastructure & Holdings Limited** · Member of Nomination and Remuneration Committee & Stakeholders Relationship Committee **Zuari Agro Chemicals Limited** · Member of Nomination and Remuneration Committee & Corporate Social Responsibility Committee **Adventz Finance Private Limited** · Member of Audit Committee, Nomination and Remuneration Committee, Risk Management Committee & Corporate Social Responsibility Committee **Adventz Securities Enterprises Limited** - Chairman of Corporate Social Responsibility Committee
Listed entities from which the Director has resigned in the past three years	Nil	Nil

**Mr. Akshay Poddar has waived the sitting fees for the FY 2025-26.*