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	Yearly	
Date of Quarter Ending	31-03-2026	
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?	Yes	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes	
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?	No	No Acquisition of shares or voting rights made during quarter ended 31st March, 2026
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?	No	No fine or penalty was imposed during quarter ended 31st March, 2026
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?	No	There are no tax litigation for the quarter ended 31st March, 2026
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	No	Not applicable for the quarter ended 31st March, 2026
Risk management committee	Yes	
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities	
Is SCORE ID Available ?	Yes	
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

Disclosure of notes on composition of board of directors explanatory	
Whether the listed entity has a Regular Chairperson	Yes
Whether Chairperson is related to MD or CEO	No

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		No				Active	NA		25-09-2010	25-09-2025			5	0	0	0			
2	Mr	Utsav Parekh	00027642	Non-Executive - Independent Director	Not Applicable		No				Active	NA		04-09-2018	04-09-2023		90.27	7	4	9	3			
3	Mr	Virendra Sinha	03113274	Non-Executive - Independent Director	Not Applicable		No				Active	NA		17-02-2021	17-02-2024		61.14	3	3	2	0			
4	Mr	P. S. Bhattacharyya	00329479	Non-Executive - Independent Director	Not Applicable		No				Active	Yes	01-01-2025	01-01-2022	01-01-2025		50.3	3	3	5	2			
5	Mrs	Rusha Mitra	08402204	Non-Executive - Independent Director	Not Applicable		No				Active	NA		17-02-2021	17-02-2024		61.14	7	7	8	3			
6	Mr	Akshay Poddar	00008686	Non-Executive - Non Independent Director	Not Applicable		No				Active	NA		02-09-2011	02-09-2011			6	0	2	1			
7	Mr	Indrajit Mookerjee	01419627	Executive Director	Not Applicable		No				Active	NA		02-04-2020	02-04-2023			1	0	0	0			
8	Mr	Sudipta Mukherjee	06871871	Executive Director	Not Applicable	MD	No				Active	NA		01-06-2023	01-06-2023			1	0	2	0			
9	Mr	A. K. Vijay	01103278	Executive Director	Not Applicable		No				Active	NA		01-01-2015	01-01-2026			1	0	1	0			
10	Mr	U. V. Kamath	00648897	Executive Director	Not Applicable		No				Active	NA		01-02-2024	01-02-2024			1	0	0	0			
11	Mr	Hemant Bangur	00040903	Non-Executive - Independent Director	Not Applicable		No				Active	NA		16-05-2024	16-05-2024		22.15	5	1	5	0			
12	Mr	Marco Philippus Ardeshir Wadia	00244357	Non-Executive - Independent Director	Not Applicable		No				Active	NA		30-12-2024	30-12-2024		15.01	2	2	0	0			

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						Yes	
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	03113274	Virendra Sinha	Non-Executive - Independent Director	Member	23-09-2024		
3	00040903	Hemant Bangur	Non-Executive - Independent Director	Member	23-09-2024		
4	06871871	Sudipta Mukherjee	Executive Director	Member	13-08-2025		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						Yes	
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						Yes	
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						Yes	
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						Yes	
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		

Other Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes	
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
No records available						

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	11-11-2025			Yes	12	11	5
2	09-02-2026	89		Yes	12	11	5
3	31-03-2026	49		Yes	12	11	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	Reson 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	Corporate Social Responsibility Committee	31-03-2026				Yes	3	3	1	0
2	Nomination and remuneration committee	08-11-2025				Yes	3	3	2	0
3	Nomination and remuneration committee	20-03-2026	131			Yes	3	3	2	0
4	Audit Committee	11-11-2025				Yes	4	4	3	0
5	Audit Committee	09-02-2026	89			Yes	4	4	3	0
6	Stakeholders Relationship Committee	06-03-2026	24			Yes	4	4	1	0
7	Risk Management Committee	10-10-2025				Yes	3	3	1	0
8	Risk Management Committee	31-10-2025	20			Yes	3	3	1	0

Annexure I

V. Affirmations		
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	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	Yes
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.	Yes
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.	Yes
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		No
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		
Sr.	Date of the event	Brief details of the event
No records available		

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I.Disclosure on website in terms of LODR Regulation				
Sr	Item	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.	Web address
1.1	Details of business	Yes		https://www.texmaco.in/who-we-are/corporate-profile/
1.2	Memorandum of Association and Articles of Association	Yes		https://www.texmaco.in/wp-content/uploads/2025/02/MOA-of-TREL_0001.pdf
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes		https://www.texmaco.in/who-we-are/board-of-directors/
2	Terms and conditions of appointment of independent directors	Yes		https://www.texmaco.in/wp-content/uploads/2023/01/Annexure-7.pdf
3	Composition of various committees of board of directors	Yes		https://www.texmaco.in/wp-content/uploads/2024/04/TexRail_Committee_Composition.pdf
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.texmaco.in/investors-relation/code-of-conduct/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.texmaco.in/wp-content/uploads/2023/01/Whistle-Blower-Policy.pdf
6	Criteria of making payments to non-executive directors	Yes		https://www.texmaco.in/wp-content/uploads/2023/01/REMUNERATION_POLICY_TexRail.pdf
7	Policy on dealing with related party transactions	Yes		https://www.texmaco.in/wp-content/uploads/2023/01/RPTP.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://www.texmaco.in/wp-content/uploads/2023/01/Annexure-10.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.texmaco.in/wp-content/uploads/2023/01/FPFID.pdf
10	Email address for grievance redressal and other relevant details	Yes		https://www.texmaco.in/investors-relation/shareholders-information/
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.texmaco.in/investors-relation/shareholders-information/
12	Financial results	Yes		https://www.texmaco.in/investors-relation/quarterly-results/
13	Shareholding pattern	Yes		https://www.texmaco.in/investors-relation/shareholding-pattern/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	Yes		https://www.texmaco.in/investors-relation/corporate-announcement/
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	Yes		https://www.texmaco.in/investors-relation/corporate-announcement/
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.texmaco.in/investors-relation/corporate-announcement/
18	Credit rating or revision in credit rating obtained	Yes		https://www.texmaco.in/investors-relation/corporate-announcement/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.texmaco.in/investors-relation/annual-reports/
20	Secretarial Compliance Report	Yes		https://www.texmaco.in/investors-relation/corporate-announcement/
21	Materiality Policy as per Regulation 30 (4)	Yes		https://www.texmaco.in/wp-content/uploads/2023/01/PFDOM.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://www.texmaco.in/wp-content/uploads/2025/04/Details-of-KMP-for-determining-materiality-of-an-event-or-information.pdf
23	Disclosures under regulation 30(8)	Yes		https://www.texmaco.in/investors-relation/corporate-announcement/
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes		https://www.texmaco.in/investors-relation/corporate-announcement/
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		https://www.texmaco.in/wp-content/uploads/2023/01/Dividend_Distribution_Policy.pdf
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://www.texmaco.in/investors-relation/annual-reports/
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	NA		
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://www.texmaco.in/disclosure/
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://www.texmaco.in/
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	Yes	
Any other information to be provided				

Annexure II

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

Annexure II

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		

Annexure II

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

Signatory Details

Name of signatory	Sandeep Kumar Sultania
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	17-04-2026

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

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					
Sr.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
No records available					

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
No records available					

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
No records available				