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	01-04-2026	
Date of end of financial year	31-03-2027	
Reporting Quarter Type	Half Yearly	
Date of Quarter Ending	30-09-2026	
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?	Yes	
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 30th September, 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 30th September, 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	No Loan / Guarantee / Comfort Letters / Securities during quarter ended 30th September 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	Saroj Kumar 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		96.26	7	4	9	3			
3	Mr	Virendra Sinha	03113274	Non-Executive - Independent Director	Not Applicable		No				Active	NA		17-02-2021	17-02-2024		67.13	3	3	2	1			
4	Mr	Partha Sarathi Bhattacharyya	00329479	Non-Executive - Independent Director	Not Applicable		No				Active	Yes	01-01-2025	01-01-2022	01-01-2025		56.29	1	1	3	0			
5	Mrs	Rusha Mitra	08402204	Non-Executive - Independent Director	Not Applicable		No				Active	NA		17-02-2021	17-02-2024		67.13	6	6	8	2			
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	02-04-2026			1	0	0	0			
8	Mr	Sudipta Mukherjee	06871871	Executive Director	Not Applicable	MD	No				Active	NA		01-06-2023	01-06-2026			1	0	2	0			
9	Mr	Ashok Kumar Vijay	01103278	Executive Director	Not Applicable		No				Active	NA		01-01-2015	01-01-2026			1	0	1	0			
10	Mr	Udyavar Vittal 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		28.14	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		21	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	Partha Sarathi 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	Ashok Kumar 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	Ashok Kumar Vijay	Executive Director	Member	07-11-2022		

Other Committee

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	12-05-2026			Yes	12	11	5
2	03-08-2026	82		Yes	12	12	6
3	05-09-2026	32		Yes	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	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	Audit Committee	12-05-2026				Yes	4	3	2	0
2	Audit Committee	03-08-2026	82			Yes	4	4	3	0
3	Nomination and remuneration committee	06-05-2026				Yes	3	3	2	0
4	Nomination and remuneration committee	30-07-2026	84			Yes	3	3	2	0
5	Nomination and remuneration committee	05-09-2026	36			Yes	3	3	2	0
6	Risk Management Committee	11-05-2026				Yes	3	3	1	0
7	Corporate Social Responsibility Committee	08-05-2026				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		

Affirmations on Compliance Requirements for AGM (applicable only for the first half-year filing i.e., 2nd quarter)

III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	Yes	
7	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
8	Whether 'Corporate Governance Report' disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III

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	17-10-2026

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					Textual Information(1)
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
1	Texmaco Defence Technologies Limited (formerly known as Texmaco Rail Electrification Limited)	19-08-2026	100.00%	(30.00)%	70.00%

Text Block

Textual Information(1)	During the quarter ended September 30, 2026, the Company made an investment of Rs.6,88,00,000/- (Rupees Six Crores Eighty-Eight Lakhs only) in its subsidiary, Texmaco Defence Technologies Limited (TDTL), by subscribing to 6,88,000 (Six Lakh Eighty-Eight Thousand) equity shares of face value of Rs.10/- each at a premium of Rs.90/- per share. Further, VAGUS DEF TECH & AEROSPACE FUND-1 subscribed to the equity shares of TDTL at the same issue price, resulting in the acquisition of 30% stake in TDTL. Consequently, the Company's shareholding in TDTL was diluted from 100% to 70%, and TDTL ceased to be a wholly-owned subsidiary and continued as a subsidiary of the Company.

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				