

30<sup>th</sup> May, 2024

*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**

Dear Sirs,


We are enclosing herewith the Secretarial Compliance Report of the Company for the financial year ended 31<sup>st</sup> March, 2024 issued by M/s. S. R. Associates, Practicing Company Secretaries and the Secretarial Auditor of the Company, pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and record.

Thanking you.


Yours faithfully,



For **Texmaco Rail & Engineering Limited**

  
K. K. Rajgaria  
Company Secretary &  
Compliance Officer



**An adventz group company**

 Registered Office:  
Belgharia, Kolkata - 700 056, India  
 +91 33 2569 1500

 texmail@texmaco.in  
 www.texmaco.in

CIN: L29261WB1998PLC087404

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**Secretarial Compliance Report of Texmaco Rail & Engineering  
Limited for the financial year ended 31.03.2024**

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. and 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 31.03.2024 ("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 (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (f) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;



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

Sr. 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:

Sr. No.	Observations /Remarks of the Practicing Company Secretary in the previous reports (PCS)	Observations made in the secretarial compliance report for the year ended 31.03.2023	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.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	YES	NIL
2.	<b>Adoption and timely updation of the Policies:</b> • All applicable policies under	YES	NIL



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
	<p>SEBI Regulations are adopted with the approval of board of directors of the listed entities.</p> <ul style="list-style-type: none"> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	YES	NIL
3.	<p><b>Maintenance and disclosure on Website:</b></p> <ul style="list-style-type: none"> <li>The listed entity is maintaining a functional website.</li> <li>Timely dissemination of the documents/ information under a separate section on the website.</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s) / section of the website.</li> </ul>	YES  YES  YES	NIL  NIL  NIL
4.	<p><b>Disqualification of Director(s):</b> 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.</p>	YES	NIL
5.	<p><b>Details related to subsidiaries of listed entities have been examined w.r.t.</b> (a) Identification of material subsidiary companies.</p>	YES	NIL



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
	(b) Disclosure requirement of material as well as other subsidiaries.	YES	NIL
6.	<b>Preservation of Documents:</b> 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.	<b>Performance Evaluation:</b> 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.	<b>Related Party Transactions:</b> (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 approved/ratified/rejected by the audit committee.	YES  NA	NIL  NIL
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule	YES	NIL



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
	III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.		
10.	<p><b>Prohibition of Insider Trading:</b></p> <p>The listed entity is in compliance with Regulations 3(5) &amp; 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	YES	NIL
11	<p><b>Actions taken by SEBI or Stock Exchange(s), if any</b></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 (or)</p> <p>The actions taken against the listed entity/its promoters/directors/subsidiaries entire by SEBI or by Stock Exchanges are specified in the last column.</p>	YES	<p>In the matter of Texmaco Infrastructure &amp; Holdings Limited, Promoter, ('TexInfra') both NSE &amp; BSE have levied fine of Rs. 1,91,160 (inclusive of GST) each for non-compliance of Regulation 17(1A) of SEBI LODR. TexInfra has submitted applications for waiving-off the fine to both the Stock Exchanges, which is under consideration.</p>
12.	<p><b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b></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 &amp; 6.2 of section V-D of Chapter V of the Master Circular on compliance with the provisions of</p>	NA	NIL



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
	the LODR Regulations by listed entities.		
13.	<b>Additional non-compliances, if any</b>  No additional non-compliances observed for any SEBI Regulation/Circular/ Guidance note etc. except as reported above.	NA	NIL

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

*Geeta Roy Chowdhury*  
Kolkata  
Partner

Unique Code of Partnership Firm: P2008WB016700  
 Name of Company Secretary in Practice: Geeta Roy Chowdhury  
 Membership No: FCS 7040; C.P. No.:7741  
 Unique Code Number: 12010WB714700  
 Firms Peer Review Certificate No.: 2444/2022

Place: Kolkata

Dated: 28.05.2024

UDIN : F007040F000471790