



Texmaco Rail & Engineering Ltd.

Belgharia Works

CIN No.: L29261WB1998PLC087404

GSTIN No. 19AABCT2592E1ZA

Date: 24th June, 2020

National Stock Exchange of India Limited
Exchange Plaza
Bandra - Kurla Complex
Bandra (E), Mumbai - 400051
Symbol - TEXRAIL

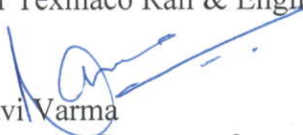
BSE Limited
P. J. Towers,
Dalal Street, Fort
Mumbai - 400001
Scrip Code - 533326

Dear Sirs,

We are enclosing herewith the Annual Secretarial Compliance Report for the financial year ended 31st March, 2020 issued by M/s S. R. & Associates, Practicing Companies Secretaries, pursuant to the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019.

Thanking you,

Yours faithfully,
For Texmaco Rail & Engineering Limited


Ravi Varma
Company Secretary &
Compliance Officer

**Secretarial Compliance Report of Texmaco Rail & Engineering Limited for
the year ended 31.03.2020**

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',
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2020 (from 01.04.2019 to 31.03.2020) 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;



- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (f) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (g) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (h) Clauses 6(A) and 6(B) of the SEBI Circular no. CIR/CFD/CMD1/114/2019 dated 18.10.2019. 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)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

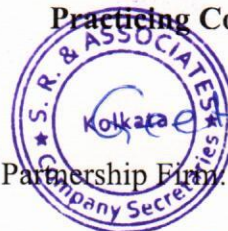
Sr. No.	Actions taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
NIL				



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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
N. A.				

For S R & Associates
Practicing Company Secretaries



Geeta Roy Chowdhury
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: 12007WB599800
UDIN: - F007040B000365191

Place : Kolkata
Dated : 12th June, 2020