Texmaco
Rail & Engineering Ltd.

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18th September, 2026

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,

Sub: Proceedings of 28th Annual General Meeting of the Company

In terms of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, we enclose herewith copy of the proceedings of the 28th Annual General Meeting of the members of the Company held on Friday, 18th September, 2026 at 1:00 pm (IST) through Video Conferencing.

This is for your information and record.

Thanking you,

Yours faithfully,
For **Texmaco Rail & Engineering Limited**

SANDEEP KUMAR SULTANIA
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Date: 2026.09.18 15:47:01 +05'30'

Sandeep Kumar Sultania
Company Secretary &
Compliance Officer

SUMMARY OF THE PROCEEDINGS OF THE TWENTY- EIGHTH ANNUAL GENERAL MEETING OF TEXMACO RAIL & ENGINEERING LIMITED HELD ON FRIDAY, 18TH SEPTEMBER, 2026 AT 1:00 P.M. (IST)

The Twenty-Eighth Annual General Meeting ('AGM') of the members of Texmaco Rail & Engineering Limited ('Company') was held on Friday, 18th September, 2026 at 01:00 p.m. (IST) through Video Conferencing ('VC') in compliance with the relevant circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').

Mr. Saroj Kumar Poddar, Chairman, chaired the AGM of the Company.

The Meeting commenced at 01:00 p.m. (IST).

The Chairman welcomed the members to the AGM. The Chairman thereafter, announced that the requisite quorum for the Meeting being present through VC, the Meeting was called to order.

The Chairman informed the members that in view of the relaxations granted by the MCA and the SEBI and in order to ensure wider participation of the Members, the AGM was conducted through VC 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') read with the relevant circulars.

The Chairman briefed the members that the Company had taken all feasible efforts to enable members to participate through VC and exercise their voting rights.

The Chairman thereafter, introduced the Directors and Key Managerial Personnel of the Company.

Messrs. Akshay Poddar, Non-Executive Director and Co-Chairman, Indrajit Mookerjee, Executive Director & Vice Chairman, Sudipta Mukherjee, Managing Director, Ashok Kumar Vijay and U. V. Kamath, Executive Directors, Utsav Parekh, Virendra Sinha, P. S. Bhattacharyya, Marco Philippus Ardeshir Wadia, Mr. Hemant Bangur and Ms. Rusha Mitra, Independent Directors of the Company, Mr. Shibu Mathews, Chief Financial Officer ('CFO') and Mr. Sandeep Kumar Sultania, Company Secretary attended the Meeting.

The Auditors and Scrutinizer were also present during the Meeting.

Mr. Sandeep Kumar Sultania, Company Secretary briefed the members regarding the arrangements made for the Meeting. The Company Secretary informed that in order to enable the members to participate at the AGM through VC facility, the Company had availed the services of M/s. KFin Technologies Limited, Registrar & Share Transfer Agent of the Company.

The Company had appointed Mr. Niraj Agrawal, Practicing Chartered Accountant (Membership No. 060313), as Scrutinizer for the AGM.

It was further informed that the members were provided with the facility to exercise their right to vote on Resolutions by electronic means, through remote e-voting. The remote e-voting commenced at 9:00 a.m. on Monday, 14th September, 2026 and ended at 5:00 p.m. on Thursday, 17th September, 2026. The facility for e-voting during the AGM ('Instapoll') was also made available in accordance with the provisions of the Act and the Listing Regulations.

The Chairman deliberated the members on the Company's overall performance during the financial year 2025-26 and also mentioned about the business prospects of the Company.

The Chairman informed the members that the Notice convening the AGM, Audited Financial Statements and the Reports of the Board of Directors & the Auditors thereon for the financial year ended 31st March, 2026 were taken as read as the same had already been circulated to the members. Company Secretary read Auditor's qualification in their report along with management response for the same.

The Chairman thereafter, requested the Company Secretary to give a brief of the Resolutions forming part of the Notice of the AGM. The Company Secretary informed the members that there were in total 8 (Eight) Resolutions proposed to be transacted at the AGM. Since the Notice had already been circulated to the members and the Resolutions had been put to vote through remote e-voting, the Company Secretary provided a brief of the Resolutions for the benefit of the members attending the Meeting.

The items as per the AGM Notice dated 12th May, 2026 were transacted as follows:

ORDINARY BUSINESS

Item No. 1: Ordinary Resolution:

Adoption of 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: Ordinary Resolution:

Adoption of 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: Ordinary Resolution:

Declaration of Dividend on Equity Shares for the financial year ended 31st March 2026.

Item No. 4: Ordinary Resolution:

Re-appointment of Mr. U.V. Kamath (DIN: 00648897), Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 5: Ordinary Resolution:

Re-appointment of Mr. Akshay Poddar (DIN: 00008686), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 6: Ordinary Resolution:

Ratification of remuneration payable to M/s. DGM & Associates, Cost Accountants (Firm Registration No. 000038) for the financial year 2026-27.

Item No. 7: Special Resolution:

Approval for increase in borrowing limits of the Company as prescribed under Section 180(1)(c) of the Companies Act, 2013.

Item No. 8: Special Resolution:

Approval for creation of charge on the assets of the Company as prescribed under Section 180(1)(a) of the Companies Act, 2013.

The Chairman thereafter, requested the members who had earlier registered themselves as speakers to seek clarifications or ask their questions in relation to items of business, which were addressed by the Chairman, Executive Vice Chairman, Managing Director, CFO & Company Secretary of the Company.

The Chairman then thanked all the Shareholders and informed that those Shareholders who had not been able to cast their votes by remote e-voting, and are otherwise not barred from doing so, may avail the facility of Instapoll during the meeting. The Instapoll was kept open till 15 minutes after conclusion of proceedings.

The Company Secretary thereafter, announced that combined Results of remote e-voting and Instapoll would be made available on the website of the Company and also on the website of Stock Exchange(s), where the Equity Shares of the Company are listed i.e. National Stock Exchange of India Ltd. and BSE Limited, within 2 (two) working days from the conclusion of the meeting.

The Meeting concluded at 02:58 p.m. after being open for 15 minutes for Instapoll to be completed.

For **Texmaco Rail & Engineering Limited**

SANDEEP KUMAR SULTANIA

Digitally signed by SANDEEP KUMAR SULTANIA
Date: 2026.09.18 15:47:32 +05'30'

Sandeep Kumar Sultania
Company Secretary &
Compliance Officer

Dated: 18.09.2026

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