24th August, 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

Subject: Notice of the 28th Annual General Meeting and the Annual Report for the Financial Year 2025-26

Dear Sirs,

Pursuant to Regulation 30 & 34(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we wish to inform you that the **Twenty-Eighth Annual General Meeting** ('AGM') of the Company will be held on **Friday, 18th September, 2026 at 1:00 P.M. (IST)** through Video Conferencing / Other Audio Visual Means. We are enclosing herewith a copy of the Notice of the 28th AGM and the Annual Report for your reference.

The Notice of the 28th AGM and the Annual Report for FY 2025-26 are also available on the website of the Company at https://www.texmaco.in/investors-relation/annual-reports/.

This is for your information and record.

Thanking you,

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

SANDEEP KUMAR SULTANIA
Digitally signed by SANDEEP KUMAR SULTANIA
Date: 2026.08.24 17:29:51 +05'30'

Sandeep Kumar Sultania
Company Secretary &
Compliance Officer

TEXMACO RAIL & ENGINEERING LIMITED

CIN: L29261WB1998PLC087404
Registered Office: Belgharia, Kolkata - 700056
Phone No.: (033) 2569 1500
Website: www.texmaco.in, Email: texrail_cs@texmaco.in

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Twenty-Eighth (28th) Annual General Meeting ("AGM") of **TEXMACO RAIL & ENGINEERING LIMITED** will be held on **Friday, 18th September, 2026 at 1:00 p.m. (IST)** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following businesses.

The venue of the Meeting shall be deemed to be the Registered Office of the Company at Belgharia, Kolkata - 700056.

ORDINARY BUSINESS

Item No. 1

To consider and adopt the 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

To consider and adopt the 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

To declare dividend on Equity Shares for the financial year ended 31st March 2026.

Item No. 4

To appoint a Director in place of Mr. U.V. Kamath (DIN: 00648897), who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 5

To appoint a Director in place of Mr. Akshay Poddar (DIN: 00008686), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 6: To ratify the remuneration payable to M/s. DGM & Associates, Cost Accountants (Firm Registration No: 000038) for the financial year 2026-2027.

To consider and if thought fit, to pass with or without modification(s) the following Resolution as an ORDINARY RESOLUTION:-

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of M/s. DGM & Associates, Cost Accountants (Firm Registration No. 000038), appointed as the Cost Auditors by the Board of Directors of the Company, to conduct the Audit of the Cost Records of the Company for the financial year ending 31st March 2027, at existing fees of ₹2,70,000 (Rupees Two Lakh Seventy Thousand only) plus applicable taxes and out-of-pocket expenses be and is hereby ratified."

Item No. 7: To approve Increase in Borrowing limits of the Company as prescribed under Section 180(1)(c) of the Companies Act, 2013.

To consider and if thought fit, to pass with or without modification(s) the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, of the Companies Act, 2013, as amended from time to time and the Rules made there under, including any modifications, amendments or re-enactment thereof ("the Act") and subject to such other approvals as may be necessary, and in supersession of the earlier resolution passed by Shareholders of the Company on 9th September, 2019 in this regard, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board and/or any officer(s) authorised by the Board in this behalf), to borrow any sum or sums of monies (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), from time to time, in such form and manner and on such terms and conditions as the Board may deem fit, as may be required for the purpose of business of the Company (whether funded or non-funded), from one or more Banks, Financial Institutions and/or any other lending institutions, Government(s)/ Government Bodies, Company's bankers and /from any one or more other persons (including but not limited to the Company's shareholders), firms and body corporates, by way of term loans, debentures, or any other securities or otherwise, either in rupees or in such other foreign currencies as may be permitted by law from time to time, whether secured or unsecured, will or may exceed the aggregate of the paid-up capital of the Company, its free reserves and securities premium, provided that the total amount borrowed and outstanding at any time shall not exceed ₹4,500 Crores (Rupees Four Thousand Five Hundred Crores Only) or equivalent amount in foreign currency.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the aforesaid resolution and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution and also to delegate all or any of the above powers to the Committee of Directors."

Item No. 8: To approve creation of charge on the assets of the Company as prescribed under Section 180(1)(a) of the Companies Act, 2013.

To consider and if thought fit, to pass with or without modification(s) the following Resolution as a SPECIAL RESOLUTION:-

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, of the Companies Act, 2013, as amended from time to time and the Rules made there under, including any modifications, amendments or re-enactment thereof ("the Act") and subject to such other approvals as may be necessary, and in accordance with the relevant provisions of the Memorandum of Association and Articles of Association of the Company, and in supersession of the earlier special resolution passed by Shareholders of the Company on 9th September, 2019 in this regard, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board and/or any officer(s) authorised by the Board in this behalf) to create, from time to time, in one or more tranches, charge, mortgage, pledge, hypothecation, lien, assignment or any other encumbrance or security interest, in addition to the existing charge, mortgage, pledge, hypothecation, lien, assignment or any other encumbrance or security interest created by the Company, on all or any of the movable and/ or immovable properties, current and/ or fixed assets, tangible and/ or intangible assets of the Company, whether situated in India or outside India, both present and future, and/or the whole or substantially the whole of the undertaking(s) of the Company, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority, as the Board may deem fit, in favour of from one or more Banks, Financial Institutions and/or any other lending institutions, Government(s)/ Government Bodies, Company's bankers and /from any one or more other persons (including but not limited to the Company's shareholders), firms and body corporates, by way of term loans, debentures, or any other securities or otherwise, either in rupees or in such other foreign currencies, together with interest, cost, charges, expenses and all other monies payable in respect thereof, provided that the aggregate outstanding amount of the borrowings and credit facilities, availed or to be availed, from time to time, by the Company, whether existing or future, in respect of which security has been or is to be created, at any point of time shall not exceed the borrowing limits approved or to be approved by the Members of the Company under Section 180(1)(c) of the Act, [i.e., ₹ 4,500 Crores (Rupees Four Thousand Five Hundred Crores only).

FURTHER RESOLVED THAT the Board be and is hereby authorised and empowered to determine and finalize the terms and conditions in relation to creation, perfection, modification of mortgages and/or charges created/to be created on such movable and/or immovable properties of the Company in connection with the borrowing and credit facilities and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the aforesaid resolution and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution and also to delegate all or any of the above powers to the Committee of Directors."

Belgharia
Kolkata - 700056
Dated: 12th May 2026

By the order of the Board
Sandeep Kumar Sultania
Company Secretary

NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide General Circular No. 03/2025, ('MCA Circular') read with other relevant circulars from MCA & Securities and Exchange Board of India ('SEBI') issued from time to time have permitted the Companies to conduct the Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), 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").

   Accordingly, the AGM of the Company is being conducted through VC / OAVM facility.

   As allowed by the MCA Circulars, participation of Members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

   The Company has availed the services of Messrs KFin Technologies Limited, who is also the Registrar & Share Transfer Agent ('RTA') of the Company ('KFin'), for providing remote e-voting facility & e-voting facility during the AGM ('Instapoll') and to conduct the AGM through VC.

   Members may note that VC / OAVM facility provided by KFin allows participation of 2000 Members on first-come-first-served basis.

   Large Members (i.e. Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction for attending the AGM.

   The Board of Directors of the Company has appointed Mr. Niraj Agarwal, Practicing Chartered Accountant (Membership No. 060313) as the Scrutinizer to conduct the process of the AGM in a fair and transparent manner ('Scrutinizer').

   The instructions for participation by Members are given in the subsequent paragraphs.

2. In compliance with the above provisions and the circulars as stated in Sl. no. 1, the Notice of the AGM and the Annual Report for the financial year 2025-26 are being sent to all the Shareholders of the Company through electronic mode whose email addresses are registered with the Depository Participant(s) / RTA / the Company.

   The Notice and the Annual Report will also be available on the website of the Company at www.texmaco.in, the Stock Exchanges, where the equity shares of the Company are listed, i.e., BSE Limited and National Stock Exchange of India Ltd. at www.bseindia.com and www.nseindia.com, respectively and website of KFin at https://evoting.kfintech.com/public/Downloads.aspx

   - Those Shareholders who are holding shares in physical mode and who have not yet updated their e-mail address, mobile no., bank details, postal address with PIN etc., are requested to update the same by submitting duly filled in Form ISR-1 with supporting documents to the RTA. Form ISR-1 can be downloaded at the link: https://ris.kfintech.com/clientservices/isc/isrforms.aspx.

   - Those Shareholders who are holding shares in dematerialised mode and have not registered / updated their email address / mobile no. with their Depository Participant(s), are requested to register / update their email address with the relevant Depository Participant(s).

3. **The Explanatory Statement pursuant to Section 102 of the Act and the Listing Regulations setting out the material facts relating to the business at Item no. 6 to 8 of the Notice as set out above is annexed hereto.**

4. In terms of Section 152 of the Act, Messrs U.V. Kamath (DIN: 00648897) and Akshay Poddar (DIN: 00008686), retire by rotation at the ensuing AGM, and being eligible, seek re-appointments.

   The Board of Directors recommends their re-appointments. Additional information in respect of the re-appointments, pursuant to the Listing Regulations and the Secretarial Standards issued by the Institute of Company Secretaries of India forms a part of this Notice.

5. **A Member entitled to attend and vote at the AGM may appoint a Proxy to attend and vote on a poll on his / her behalf, and the Proxy need not be a Member of the Company. Since the AGM is being held through VC / OAVM pursuant to circulars issued by the MCA and the SEBI, the requirement of appointing proxies is not applicable. THE PROXY FORM, ATTENDANCE SLIP AND THE ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE SINCE THE AGM IS BEING HELD THROUGH VC / OAVM.**

6. Corporate / Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are entitled to appoint authorised representatives to attend and vote at the AGM. They are required to send a certified copy of Board Resolution, Authority letter (PDF/JPG format) etc., authorising their representative(s) to attend and vote at the AGM, to the Scrutinizer through e-mail at niraj@execonservices.com with a copy marked to einward.ris@kfintech.com.

   Corporate / Institutional Shareholders are encouraged to attend and vote at the AGM.

7. **The Register of Members of the Company will remain closed from Saturday, 12th September, 2026 to Friday, 18th September, 2026 (both days inclusive).**

8. Voting rights will be reckoned on the paid-up value of Equity Shares registered in the name of the Members as on **Friday, 11th September, 2026** ('cut-off date'). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or Instapoll.

9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in this Notice of the AGM, will be available only through electronic mode for inspection by the Members during the AGM. The Audited Financial Statements including the Audited Consolidated Financial Statement of the Company, the Reports of the Board of Directors and the Auditors thereon with all other documents of the Company annexed or attached and the certificate of ESOP pursuant to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, are also available for inspection through electronic mode by the Members of the Company from the date of circulation of this Notice up to the date of the AGM. Members seeking inspection of such documents are requested to send an email at evoting_texrail@texmaco.in.

11. To support the 'Green Initiative', Members are encouraged to register / update their e-mail address with the Company / Depository Participant(s) / RTA, as the case may be, so that they can receive all future communication / Notices from the Company through electronic mode.

12. The SEBI has mandated the submission of PAN by every participant in the securities market. In line with the SEBI mandate and the Listing Regulations, Members are also requested to update / provide their Bank account details to the Depository Participant(s) or, as the case may be, to RTA in order to avail the electronic payment facility. Also, Member(s) holding equity shares in physical form are requested to notify about any change in their address / PAN / Bank Mandate, to the RTA by submitting duly filled-in Form ISR-1 along with supporting documents.

13. Members may note that it is mandatory for those who are holding equity shares in physical form to update their PAN, Choice of Nomination, Contact Details, Bank Account Details and Specimen Signature with the RTA, in case they have not updated the same. The RTA will attend to service requests of the Members only after the aforesaid details are furnished. Further, payment of dividend in respect of such Members shall be made only through electronic mode with effect from 1st April 2024 upon furnishing of all the aforesaid details. Members may refer to the FAQs provided by SEBI in this regard, for investor awareness, on its website at https://www.sebi.gov.in/sebi_data/faqfiles/jan-2026/1767611333081.pdf

14. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website at https://ris.kfintech.com/clientservices/isc/isrforms.aspx. Members are requested to submit the said form to their Depository Participant(s) in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.

15. In accordance with the Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialised form. Further, in terms of SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the Company shall issue shares in demat form while processing service requests for transmission, issue of duplicate certificates, transposition, renewal, splitting, consolidation of share certificate, etc. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialised.

16. Members whose dividend(s) have remained unclaimed, are requested to claim the same by writing to the Company's RTA, i.e. KFin. Members are requested to note that the dividends remaining unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund ('IEPF'). In addition, all equity shares in respect of which dividends have not been paid or claimed for seven consecutive years or more shall also be transferred by the Company to the demat account of the IEPF. Individual communication are being sent to all concerned Members whose equity shares are due for transfer to the IEPF, informing them to claim their unpaid/unclaimed dividend before the due date to avoid transfer to the IEPF Authority.

17. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. 1st April 2020 and the Company is required to deduct tax at source ('TDS') from the dividend paid to the Members at prescribed rates under the Income-tax Act, 1961 ('IT Act'). In general, to enable compliance with TDS requirements, Members are requested to provide and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants and for getting the Tax Exemption on the Dividend Amount,

shareholders are requested to visit the RTA's website at https://ris.kfintech.com/clientservices/investors/taxforms.aspx or may send an email to RTA with the complete set of Tax Exemption Documents at einward.ris@kfintech.com.

18. Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through ECS or any other means are requested to send the following documents to our RTA -KFin: Form No. ISR-1 duly filled and signed by the holders and details relating to the bank account viz. Name of the Bank, Bank Account Number, IFSC code, Copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly, Self-attested copy of the PAN Card, Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company, to enable the Company to make the payment of dividend through electronic mode. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. The Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective Depository Participant(s)

19. Remote e-voting

A. In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is providing its Members the facility of remote e-voting to exercise votes electronically on the Resolutions proposed to be passed at the AGM. The Company is also providing the facility of Instapoll.

B. The instructions for remote e-voting are as under:

Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 on "e-voting facility provided by Listed entities", Individual shareholders holding shares in demat mode are allowed to vote through their demat accounts / websites of Depositories / Depository Participants. Shareholders are advised to update their mobile number and email addresses in their demat accounts with their respective Depository Participants in order to access the e-voting facility.

NSDL

A. NSDL IDeAS facility

1. Shareholders who are already registered for IDeAS facility, may follow the procedure as mentioned below:

(i) Visit the website of NSDL at https://eservices.nsdl.com.

(ii) Click on the "Beneficial Owner" icon under 'IDeAS' section.

(iii) On the new page, enter your user ID and Password.

(iv) Post successful authentication, click on "Access to e-Voting".

(v) Click on Company name ("Texmaco Rail & Engineering Limited") or e-voting service provider name (i.e. KFin) and you will be re-directed to KFin website for casting the vote during the remote e-voting period.

2. Shareholders who are not registered for the IDeAS facility, may follow the procedure as mentioned below:

(i) Visit the website of NSDL at: https://eservices.nsdl.com.

(ii) Select "Register Online for IDeAS".

(iii) Proceed with completing the required fields.

(iv) Post registration follow the steps as stated in point no. 1 for casting the vote during the remote e-voting period.

CDSL

A. CDSL Easi / Easiest facility

1. Shareholders who are already registered for Easi / Easiest facility, may follow the procedure as mentioned below:

(i) Visit the website of CDSL at www.cdslindia.com.

(ii) Navigate to "Login" option and click on "New System Myeasi". Alternatively, shareholders may visit at https://web.cdslindia.com/myeasitoken/Home/Login.

(iii) Login with user ID and password.

(iv) Shareholders will reach the e-voting page without any further authentication.

(v) Click on e-voting service provider name (i.e. KFin) for casting the vote during the remote e-voting period.

2. Shareholders who are not registered for the Easi/Easiest facility, may follow the procedure as mentioned below:

(i) To register for Easi facility visit: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration.
Alternatively, to register for Easiest facility visit: https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.

(ii) Proceed with completing the required fields.

(iii) Follow the steps as stated in point no. 1 for casting the vote during the remote e-voting period.

NSDL	CDSL
B. Alternatively, the Shareholders may vote through the e-voting website of NSDL by following the procedure as mentioned below: (i) Visit the e-voting website of NSDL at: https://www.evoting.nsdl.com/. (ii) Click on the icon "Login" available under 'Shareholder/ Member' section. (iii) Enter User ID (i.e. sixteen digit demat account number held with NSDL), select Password/OTP and enter the Verification Code as shown on the screen. (iv) Post successful authentication, you will be redirected to the page wherein you can see the e-voting page. (v) Click on Company name ("Texmaco Rail & Engineering Limited") or e-voting service provider name (i.e. KFin) and you will be re-directed to KFin website for casting the vote during the remote e-voting period.	**B. Alternatively, the Shareholders may vote through the e-voting website of CDSL by following the procedure as mentioned below:** (i) Visit the website of CDSL at: www.cdslindia.com. (ii) Navigate to e-voting section. (iii) Provide sixteen digit demat account number and PAN. (iv) The Shareholder will receive OTP on his registered Mobile & Email address as recorded in the demat Account. (v) Post successful authentication, Shareholder will be provided link for the respective e-voting service provider (i.e. KFin) for casting their vote during the remote e-voting period.

Access of e-voting to Individual Shareholders holding shares in demat mode through their depository participants:

Shareholders can also login using the login credentials of their demat account number through the relevant Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged in, Shareholders will be able to see e-voting option. Click on e-voting option it will redirect to NSDL / CDSL Depository site after successful authentication.

Click on Company name ('Texmaco Rail & Engineering Limited') or e-voting service provider name ('KFin') and the shareholder will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID / Forget Password option available at websites of NSDL and CDSL.

Members facing any technical issue can contact NSDL / CDSL on the following details.

NSDL	CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 224 430.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

Access to KFin e-voting system in case of individual shareholders holding shares in physical mode and non-individual shareholders holding shares in demat mode.

i. Open your web browser during the remote e-voting period and navigate to https://emeetings.kfintech.com.

ii. Enter the login credentials (i.e. user ID and password mentioned in the email sent to those Shareholders, who have registered their email addresses). Your Folio No. / DP ID Client ID will be your user ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.

iii. Enter User ID and password as initial password / PIN in the window opened in step i. above. Click Login.

iv. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, $, etc.). The system will prompt you to change your password and update any contact details like mobile, e-mail address, etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the 'EVEN' i.e. Texmaco Rail & Engineering Limited.

vii. On the voting page, the Resolution description along with the number of equity shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.

viii. Cast your vote by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click 'OK' else 'CANCEL' and accordingly modify your vote. Once confirmed, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times until you have confirmed your votes on the Resolutions.

ix. Any person who becomes a Member of the Company after the dispatch of the Notice and holds Equity Shares as on the cut-off date i.e., **Friday, 11th September, 2026** may approach KFin for issuance of the User ID and Password for exercising their right to vote by electronic means by the following procedure:

a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD<SPACE>E-voting Event number + Folio No. or DP ID Client ID to 9212993399.

Example for NSDL:
MYEPWDIN<SPACE>12345612345678

Example for CDSL:
MYEPWD<SPACE>1402345612345678

Example for Physical: Event No.
XXXXMYEPWD<SPACE>XXXX1234567

b) If the email address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com, the Member may click 'FORGOT PASSWORD' and enter Folio No. or DP ID Client ID and PAN to generate a password.

c) Member may call KFin helpdesk at the toll free number 1800 309 4001.

d) Member may send an email request to einward.ris@kfintech.com.

20. The remote e-voting period commences **at 9:00 a.m. on Monday, 14th September, 2026** and ends **at 5.00 p.m. on Thursday, 17th September, 2026.** During this period, Shareholders of the Company holding Equity Shares either in physical form or in dematerialised form, as on the cut-off date i.e **Friday, 11th September, 2026** may cast their vote electronically.

The e-voting module shall be blocked for voting thereafter. Once, the vote on a Resolution is cast by the Shareholder, such Shareholder shall not be allowed to change it subsequently.

21. Members who have already casted their vote through remote e-voting cannot vote again at the e-voting during the AGM. However, such Member shall be entitled to attend the AGM.

22. Instructions for attending the AGM through Video Conference:

A. Members will be provided with a facility to attend the AGM through VC platform provided by KFin. Members are required to login at https://emeetings.kfintech.com, by using the remote e-voting credentials. The link for AGM will be available in Shareholder/Members login where the 'EVEN' and the name of the Company can be selected.

B. The facility for joining the AGM shall be kept open from 12:45 p.m. i.e. 15 minutes before the scheduled time for commencement of the AGM, and may be closed at 1:15 p.m., i.e. upon the expiry of 15 minutes after such scheduled time.

C. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.

Those Shareholder who are holding equity shares in physical form may send an email at einward.ris@kfintech.com for obtaining the User ID and Password, or by following the procedure as mentioned in this Notice.

D. Members can participate in the AGM through their desktops / mobile phones / laptops etc. Members will also have the option to turn on their camera during the AGM. However, for better experience and smooth participation, it is advisable to join the AGM meeting through desktops / laptops with high-speed internet connectivity. Members are encouraged to join the Meeting through laptops / desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22. It is recommended to use Stable Wi-Fi or LAN connection to mitigate issues relating to internet connectivity.

E. **Speaker registration**: Shareholders who would like to express their views/ask questions during the AGM, may log into https://emeetings.kfintech.com, click on "Post your Queries" and post their queries/views/questions in the window provided by mentioning the name, DP ID Client ID/ Folio No, email address and mobile number. Please note that, questions of only those Shareholders who continue to hold the shares as on the cut-off date, will be answered. The window period for posting the questions / speaker registration shall commence at **9:00 a.m. on Monday, 14th September, 2026** and close at **5:00 p.m. on Wednesday, 16th September, 2026**. Those Members who have registered themselves as a speaker will only be allowed to speak / express their views or ask questions during the AGM. Due to limitations of transmission and coordination during the Q&A session, the Company may restrict the number of speakers.

F. In case of any query regarding e-voting or technical assistance for VC participation, members may contact KFin Helpdesk at the toll free No. 1800 309 4001 or write at evoting@kfintech.com.

23. Instructions for Members for e-voting during the AGM:

A. Participation of members through VC will be reckoned for the purpose of Quorum for the AGM as per section 103 of the Act.

B. Only those Shareholders, who are present at the AGM and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system i.e. "Instapoll," available during the AGM.

C. The e-voting "Thumb sign" on the left hand corner of the video screen shall be activated upon instructions of the Chairman during the AGM proceedings. Shareholders shall click on the same to take them to the "Instapoll" page.

D. Members need to click on the "Instapoll" icon to reach the Resolution page and follow the instructions to vote on the Resolutions.

24. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting User Manual for Shareholders available at the download section of https://evoting.kfintech.com/public/Faq.aspx or contact KFin helpdesk at Toll free No. 1800 309 4001 or any grievance may be addressed to KFin at einward.ris@kfintech.com or may be addressed to the Company at the e-mail ID evoting_texrail@texmaco.in.

25. The Results of the e-voting will be declared within two working days after the date of the AGM i.e. **18th September 2026**. The declared Results, along with the scrutinizer Report will be available on the website of the Company at www.texmaco.in and on the website of KFin https://evoting.kfintech.com/. Such Results will also be forwarded to the Stock Exchange(s), where the equity shares of the Company are listed.

26. Shareholders who are not the Members of the Company as on the Record Date shall treat this Notice for information purpose only.

Event Dates	
Day, Date & Time of AGM	Friday, 18th September, 2026 at 1:00 p.m. (IST)
Cut-off date for E-voting	Friday, 11th September, 2026
E-voting Opening and Closing Date & Time	Monday, 14th September, 2026 at 9:00 a.m. & Thursday, 17th September, 2026 at 5:00 p.m.
Speaker Registration window Opening and Closing Date & Time	Monday, 14th September, 2026 at 9:00 a.m. & Wednesday, 16th September, 2026 at 5:00 p.m.
Link to attend the AGM	https://emeetings.kfintech.com/

Explanatory Statement

SPECIAL BUSINESS

Item No. 6: To ratify the remuneration payable to Messrs DGM & Associates, Cost Accountants (Firm Registration No: 000038) for the financial year 2026-2027.

The Board of Directors on the recommendation of the Audit Committee, at its Meeting held on 12th May 2026 has approved the re-appointment of Messrs DGM & Associates, Cost Accountants (Firm Registration No. 000038), as the Cost Auditors to conduct the Audit of the Cost Records of the Company for the financial year ending 31st March, 2027 at existing remuneration of ₹ 2,70,000/- (Rupees Two Lakh Seventy Thousand only) plus applicable taxes and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Rules framed thereunder, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

A certificate issued by the aforementioned firm confirming their eligibility for appointment as Cost Auditors is available for electronic inspection from the date hereof up to the date of the AGM.

None of the Directors or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

As per Section 102(2) of the Act, it is clarified that the proposed Resolution does not relate to or affect any other Company.

The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 6 by way of an Ordinary Resolution.

Item No. 7: To approve Increase in Borrowing limits of the Company as prescribed under Section 180(1)(c) of the Companies Act, 2013.

The Board of Directors of the Company is of the view that, considering the Company's future growth plans and funding requirements, the existing borrowing limits of the Company be enhanced to an aggregate limit of ₹4,500 crore to provide greater financial flexibility. Accordingly, in supersession of the resolution passed by the Members at the Annual General Meeting held on 9th September, 2019, it is proposed to authorise the Board of Directors, subject to the approval of the Members, to borrow monies, from time to time, in excess of the limits prescribed under Section 180(1)(c) of the Companies Act, 2013 ("Act"), from Banks, Financial Institutions and/or other lending institutions, Government(s)/Government Bodies, the Company's bankers and/or any other persons, firms or body corporates, including the Company's shareholders.

Keeping in view the above, the Board of Directors of the Company at its meeting held on 12th May, 2026 had accorded its consent to revise the borrowing powers of the Board to an aggregate limit of ₹4,500 crore (Rupees Four Thousand Five Hundred Crore only), subject to the approval of Members, for the smooth functioning and growth of the Company.

Section 180(1)(c) of the Act provides that the Board shall not borrow monies, where the money to be borrowed, together with the money already borrowed by the Company, exceeds the aggregate of its paid-up share capital, free reserves and securities premium, except with the prior approval of the Members by way of a Special Resolution.

Accordingly, approval of the Members is sought for enhancing the borrowing limits of the Company and in supersession of the resolution passed at the AGM held on 9th September, 2019.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

As per Section 102(2) of the Act, it is clarified that the proposed resolution does not relate to or affect any other Company.

The Board recommends the passing of the proposed resolution as set out at Item No. 7 by way of Special Resolution.

Item No.8: To create charge on the assets of the Company as prescribed under Section 180(1)(a) of the Companies Act, 2013.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("Act"), approval of the Members by way of a Special Resolution is required for creation of charge, mortgage, pledge, hypothecation, lien, assignment or any other encumbrance or security interest on the assets of the Company.

The members of the Company had passed the Special Resolution in AGM on 9th September, 2019 and authorised the Board of Directors of the Company to create charge, mortgage, pledge, hypothecation on the assets of the Company for securing borrowings up to the limits approved by the Members of the Company under Section 180(1)(c) of the Act, on such terms and conditions as the Board may deem fit.

Considering the future growth plans and increase in the borrowing limits under Section 180(1)(c) of the Act, the Board at its meeting held on 12th May, 2026, has approved, subject to approval of the Members of the Company, creation of charge, mortgage, pledge, hypothecation, lien, assignment or any other encumbrance or security interest on the assets of the Company, whether present or future, to secure borrowings and credit facilities up to the borrowing limits as set out in Item No. 7 of the Notice.

Accordingly, it is proposed to obtain approval of the Members for this purpose in modification to the previous resolution approved by the Members in AGM on 9th September, 2019.

None of the Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

As per Section 102(2) of the Act, it is clarified that the proposed Resolution does not relate to or affect any other Company.

The Board recommends the passing of the proposed resolution as set out at Item No. 8 by way of Special Resolution.

Related Information of Director seeking re-appointment at the forthcoming Annual General Meeting for item no. 4 & 5.

[In pursuance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards]

Name of the Directors	Mr. U.V. Kamath (DIN: 00648897) Executive Director	Mr. Akshay Poddar (DIN: 00008686) Non-Executive Director, Non-Independent Director & Co-Chairman
Age (in years)	61	50
Qualification	Electrical Engineering	Honours in Accounting & Finance from London School of Economics and Political Science, University of London
Date of first Appointment on the Board	1st February, 2024	2nd September 2011
Terms & Conditions of appointment / re-appointment	Re-appointment as Executive Director, liable to retire by rotation.	Re-appointment as Non-executive Director, liable to retire by rotation.
Experience / Expertise in specific functional areas	· More than 30 years of vast experience in the field of Railway Electrification business and other electrical engineering service industry. · Founder Director of Bright Power Projects (India) Private Limited	Over 24 years of extensive experience in strategic management, business development, and leadership across diverse sectors, including fertilizers, agri-inputs, heavy engineering, sugar, consumer products, real estate, investments, and furniture.
Remuneration last drawn (₹ in crore)	3.73	Nil*
Number of meetings of the Board attended during the financial year (FY 2025-26)	5 out of 6 Board Meetings held.	5 out of 6 Board Meetings held.
Shareholding in the Company	25,22,216	14,820
Relationship with other Director / KMP in the Company	N.A.	Son of Mr. S.K. Poddar
Directorship held in other Companies	Nil	· Adventz Securities Enterprises Limited · Hettich India Private Limited · Zuari Farmhub Limited · Adventz Homecare Private Limited · Touax Texmaco Railcar Leasing Private Limited · Adventz Finance Private Limited · Lionel India Limited · The Fertiliser Association of India · Texmaco Infrastructure & Holdings Limited · Adventz Keventer Realty Private Limited · Adventz Industries India Private Limited

Name of the Directors	Mr. U.V. Kamath (DIN: 00648897) Executive Director	Mr. Akshay Poddar (DIN: 00008686) Non-Executive Director, Non-Independent Director & Co-Chairman
		· Nobilia India Private Limited · Adventz Keventer Capital Advisors Private Limited · Keventer Realty Ventures Private Limited · Hepo India Private Limited · Indian Chamber of Commerce Calcutta · Zuari Agro Chemicals Limited · Paradeep Phosphates Limited · Zuari Industries Limited
Chairmanship / Membership of Committees in Companies including those in the Company	Nil	**Texmaco Rail & Engineering Limited** · Member of Nomination and Remuneration Committee · Chairman of Stakeholders Relationship Committee **Texmaco Infrastructure & Holdings Limited** · Member of Nomination and Remuneration Committee & Stakeholders Relationship Committee **Zuari Agro Chemicals Limited** · Member of Nomination and Remuneration Committee & Corporate Social Responsibility Committee **Adventz Finance Private Limited** · Member of Audit Committee, Nomination and Remuneration Committee, Risk Management Committee & Corporate Social Responsibility Committee **Adventz Securities Enterprises Limited** - Chairman of Corporate Social Responsibility Committee
Listed entities from which the Director has resigned in the past three years	Nil	Nil

**Mr. Akshay Poddar has waived the sitting fees for the FY 2025-26.*

Strengthening Resilience. Diversifying Growth.

TEXMACO RAIL & ENGINEERING LIMITED

Annual Report 2025-26

Contents

Forward - looking statements Some information in this report may contain forward - looking statements which include statements regarding Company's expected financial position and results of operations, business plans and prospects etc. and are generally identified by forward - looking wards such as “believe”, “plan”, “anticipated”, “continue”, “estimate”, “expect”, “may”, “will” or other similar words. Forward - looking statements are dependent on assumptions or basis underlying such statements. We have chosen these assumptions or basis in good faith, and we believe that they are reasonable in all material respects. However, we caution that actual results, performances or achievements could differ materially from those expressed or implied in such forward - looking statements. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

Corporate Information

DIRECTORS

Mr S. K. Poddar
Executive Chairman

Mr Akshay Poddar
Non-Executive Director & Co-Chairman

Mr Indrajit Mookerjee
Executive Director & Vice Chairman

Mr Sudipta Mukherjee
Managing Director

Mr U. V. Kamath
Executive Director

Mr A. K. Vijay
Executive Director

INDEPENDENT DIRECTORS

Mr Utsav Parekh

Mr Hemant Bangur

Mr Virendra Sinha

Mr P. S. Bhattacharyya

Ms Rusha Mitra

Mr Marco Philippus Ardeshir Wadia

CHIEF FINANCIAL OFFICER

Mr K. K. Rajagaria

COMPANY SECRETARY

Mr S. K. Sultania

AUDITORS

Messrs L. B. Jha & Co. LLP, Kolkata

REGISTERED & CORPORATE OFFICE

Belgharia, Kolkata 700 056
Phone: (033) 2569 1500
Email: texrail_cs@texmaco.in
Website: www.texmaco.in

KOLKATA OFFICE

Birla Building,
9/1, R.N. Mukherjee Road
Kolkata 700 001
Phone: (033) 3057 3700

REGIONAL OFFICES

Mumbai, Jaipur, Bengaluru, Faridabad

JOINT VENTURES

Touax Texmaco Railcar Leasing Private Limited

Wabtec Texmaco Rail Private Limited

REGISTRAR & SHARE TRANSFER AGENT

Messrs. KFin Technologies Limited
Selenium Tower B, Plot No. 31 & 32,
Gachibowli Financial District,
Nanakramguda, Hyderabad: 500032
Toll Free No.: 1800 309 4001
E-mail: einward.ris@kfintech.com
Website: www.kfintech.com

CIN

L29261WB1998PLC087404

WORKS

FREIGHT CAR

Agarpara, Sodepur, Belgharia, Karjan (Gujarat)

STEEL FOUNDRY

Belgharia, Urla (Raipur)

SUBSIDIARIES

Texmaco Nymwag Rail & Components Private Limited*
(Formerly known as Belur Engineering Private Limited)

Texmaco Defence Technologies Limited
(Formerly known as Texmaco Rail Electrification Limited)

Saira Asia Interiors Private Limited

Texmaco Transtrak Private Limited

Texmaco Rail Systems Private Limited

Belgharia Engineering Udyog Private Limited

Texmaco Middle East DMCC

ASSOCIATE

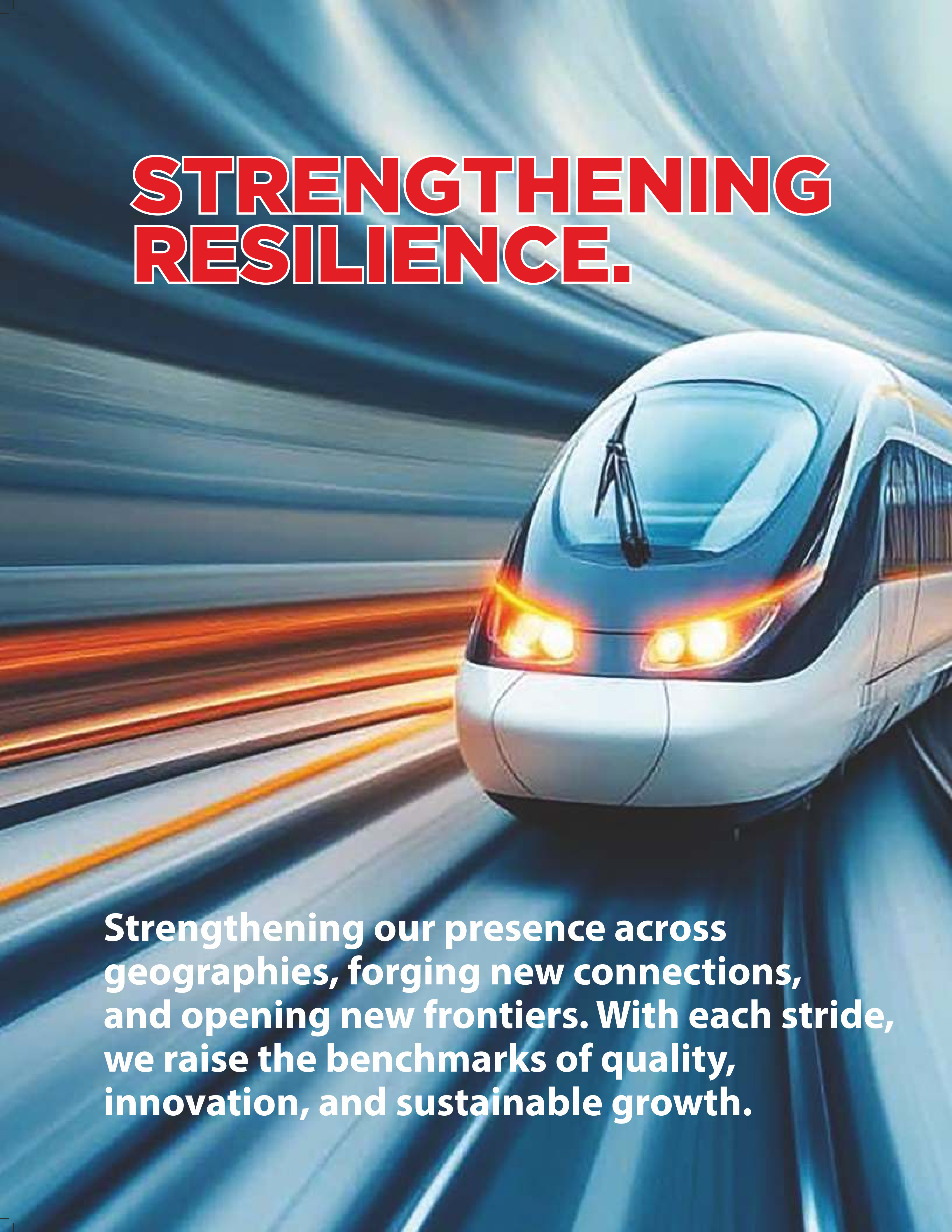
Panihati Engineering Udyog Private Limited

** A JV Company of Texmaco & Nymwag*

BANKERS

State Bank of India | Bank of Baroda | UCO Bank | Axis Bank | SBM Bank India | ICICI Bank | IDFC First Bank
Doha Bank | DBS Bank India | Yes Bank | IndusInd Bank | Bandhan Bank | IDBI Bank | RBL Bank

STRENGTHENING RESILIENCE.



Strengthening our presence across geographies, forging new connections, and opening new frontiers. With each stride, we raise the benchmarks of quality, innovation, and sustainable growth.

DIVERSIFYING GROWTH.

FROM THE CHAIRMAN'S DESK

Strengthening Resilience. Diversifying Growth.

Dear Shareholders,

It gives me great pleasure to present Texmaco's Annual Report for 2025-26, a year that tested our resilience even as it reaffirmed our faith in our long-term strategy of transforming the Company into an integrated rail solutions provider. This year's theme – 'Strengthening Resilience. Diversifying Growth' – speaks of your Company's ability to navigate challenging operating environments while continuing to widen the footprint across the railway and infrastructure value chain. We did not merely withstand the headwinds, we manoeuvred them to sharpen our focus on diversification, technology, and execution discipline.

India's Growth Story and the Railway Opportunity

India continued to be among the fastest-growing economies through FY26, with real GDP growth estimated at 7.4%, as inflation eased considerably, supported by the Reserve Bank of India's accommodative stance. This macroeconomic stability, together with the Government's sustained thrust on infrastructure, affirms our confidence in the railway sector's long-term potential.

The Union Budget 2026-27 allocated a record ₹ 2.93 lakh crore to the Indian Railways, with nearly ₹1.20 lakh crore earmarked for safety-related works alone. Over 35,000 kilometres of new track were laid during the year, and electrification has been completed in over 99.5% of the broad-gauge network. The Government has outlined plans for seven new intercity high-speed rail corridors along with a 2,052-kilometre Dedicated Freight Corridor connecting Dankuni in West Bengal with Surat in Gujarat. Indian Railways has also set an ambitious target of growing freight traffic to nearly 3.3 billion tonnes by 2030. The country's railway sector is poised to take a large leap ahead, enabling Texmaco to script its future growth story.

Navigating a Challenging Year

For us, FY26 was a year of headwinds. Continued disruptions in supply of key input materials constrained our wagon production volumes. Despite this, the Company delivered a Revenue from Operations of ₹4,377 crore, EBITDA of ₹ 450 crore at a margin of 10.3%, and Profit After Tax of ₹194 crore, translating into a margin of 4.4%. The performance is testimony to the resilience of our diversified business model and the discipline of our execution teams, within a constrained operating environment.

As on 31st March 2026, the Company's order book stood at ₹ 5,408 crore, providing a healthy outlook for the year ahead, as we continued to build our pipeline across freight cars, infrastructure, and engineering businesses, while deepening our presence in international markets.

Vision 2030: Building a More Diversified Portfolio

Recognising the inherently cyclical nature of the freight wagon industry, we have stayed the course on our Vision 2030 roadmap, which seeks to build a more diversified, technology-driven, and resilient Texmaco. Our strategy is anchored in expanding our presence across higher-value and more resilient segments – railway infrastructure, signalling and safety systems, passenger mobility, defence, exports, and digital engineering services – so that no single cycle defines our fortunes.

Several strategic initiatives undertaken during the year mark important milestones in this journey. We entered into a Joint Venture with Rail Vikas Nigam Limited (RVNL), executing the Shareholders' Agreement to jointly pursue large-scale railway infrastructure and rolling stock opportunities in India and overseas. The incorporation process is currently underway. We also signed an agreement with Hörmann Vehicle Engineering GmbH to establish a GCC (Global Capability Centre) – very much a keyword of our times – focused on product design, digital engineering, and advanced mobility solutions.

Our collaboration with Nevomo continues to explore magnetic levitation and linear propulsion technologies for freight applications, while our new Memorandum of Understanding with the Indian Institute of Technology (IIT) Kharagpur is set to strengthen our research and development capabilities in rolling stock design and induction of advanced technologies.

Freight Wagons: Resilience Amid Constraints

Our Freight Car Division delivered 8,372 wagons during the year – comprising 6,841 wagons to Indian Railways and 1,531 wagons to private sector customers – with an aggregated value of approximately ₹3,413.38 crore. We continued to maintain one of the highest execution rates in the industry, notwithstanding the rising engineering complexity of our specialised, custom-engineered product portfolio.

Our innovation-led approach helped us reach several milestones, including: the successful design, manufacture, and delivery of four rakes of FMP wagons under a pilot order from the Ministry of Railways; the delivery of eight rakes of ACT1 wagons to automotive logistics operators; significant progress on our next-generation ACT3 platform, for which we have already secured orders; and the successful completion of oscillation trials for our prototype CMP wagon rakes. We also received a significant order from JSW Steel for 20 rakes across multiple wagon platforms.

The export front was equally robust with Texmaco securing a major order from Camalco for 1,700 Open Top Wagons, to be executed in three phases. We are also in advanced discussions with Train Operating Companies associated with Transnet for potential opportunities in South Africa. Building on India's competitive manufacturing base and the Government's 'Make in India' vision, we have continued to actively pursue export opportunities across Africa, the Middle East, and Southeast Asia.

Consolidating Our Manufacturing Base

In a significant move, pursuant to the Order of the Hon'ble National Company Law Tribunal, Kolkata Bench, dated 4th August 2025, Texmaco West Rail Limited (formerly Jindal Rail Infrastructure Limited) ceased to be a subsidiary and was merged with the parent company. This consolidation simplifies our manufacturing structure and reinforces the operational synergies envisioned at the time of acquisition.

Infra Electrical: A Record Year

FY26 turned out to be a record growth year for our Infra Electrical Division, which delivered its highest-ever revenue of ₹610 crore, a whopping 66.1% over the previous year, and ended the year with a strong order book of ₹1,882 crore. Key achievements included the commissioning of the 132 KV Maharajpur Transmission Line for CSPTCL and the 220 KV Jabalpur and Mainpur Transmission Lines for MPPTCL. We continued the maintenance work of 5,000 kilometres of electrical assets for Indian Railways. The Infra Electrical Division exemplifies how Texmaco can convert its core railway expertise into high-growth opportunities in adjacent segments.

Infra Rail & Green Energy: Staying Steady Amid Headwinds

Our Infra Rail & Green Energy Division reported a revenue of ₹348 crore, a decline from the previous year, as a direct consequence of the geopolitical situation in Bangladesh, which affected execution pace on existing contracts. The year saw the completion of the Mizoram Bridge Project and formal handing over to North-east Frontier Railway (NFR). We also finished the hydro mechanical work on the Subansiri Hydro Electric Project and continued to keep pace with progress on the Arun III Project in Nepal. We aim to complete the Farakka Project by October 2026. The Infra Rail & Green Energy Division has renewed its efforts to rebuild its order book and pursue new opportunities with Public Sector Undertakings and private clients.

Our Joint Ventures

Our joint ventures are testimony to relationships built on solid foundations of trust and transparency. Touax Texmaco Railcar Leasing Pvt. Ltd. delivered steady recurring income, with lease rental revenue growing by approximately 20.21% to ₹97.77 crore, supported by a new lease of eight BLSS rakes signifying growing customer interest in additional capacity. Wabtec Texmaco Rail Pvt. Ltd. reported revenue of ₹114.54 crore and profit before tax of ₹22.51 crore. Though performance was affected by lower wagon production volumes in India, technical progress was made with trials of the Onboard Brake System Health Monitor and demonstrations of the Wabtec automated single car test device (ASCTD) system.

Innovation and Sustainability

Texmaco's presence in the global market continued to grow with the company's R&D teams developing mining products for Australia, coupler and wagon systems for the African market, and AAR-compliant manway covers qualified by Trinity Rail USA. We began manufacturing tight-lock couplers, marking our entry into the passenger coach segment in India. We made significant progress with our work on a second NABL-accredited metallurgical laboratory at our Raipur facility and are pursuing AAR M-1003 approval for the Raipur foundry, which will further strengthen our export readiness.

At Texmaco, building for the future means building responsibly. In our continuing commitment to compassion, inclusion, and measurable community impact under the CSR umbrella, we supported initiatives spanning mental health awareness, the 'PM POSHAN (Pradhan Mantri Poshan Shakti Nirman)' mid-day meal programme, rural sports development, and school infrastructure upgradation.

Looking Ahead

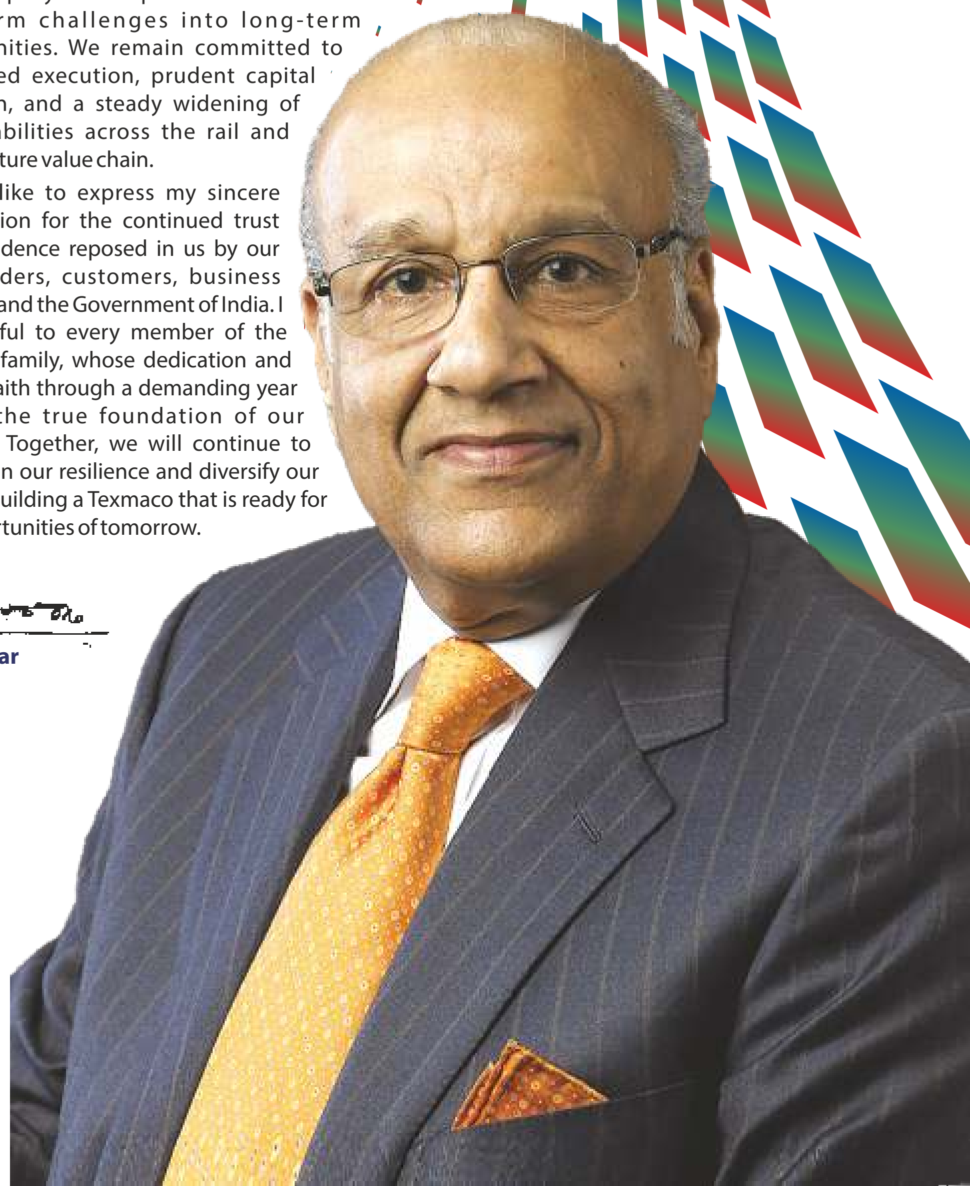
"Ups and downs in life are very important to keep us going, because a straight line, even in an ECG, means we are not alive," Shri Ratan Tata, the most respected business leader of our generation, had once famously said.

FY26 was a reminder that in a cyclical industry such as ours, growth is rarely 'a straight line'. Yet, it also demonstrated the value of the diversification we have pursued under Vision 2030. With a robust and diversified order backlog, new strategic partnerships in infrastructure and technology, and an expanding presence in international markets, your Company is well positioned to convert near-term challenges into long-term opportunities. We remain committed to disciplined execution, prudent capital allocation, and a steady widening of our capabilities across the rail and infrastructure value chain.

I would like to express my sincere appreciation for the continued trust and confidence reposed in us by our shareholders, customers, business partners, and the Government of India. I am grateful to every member of the Texmaco family, whose dedication and abiding faith through a demanding year remain the true foundation of our progress. Together, we will continue to strengthen our resilience and diversify our growth, building a Texmaco that is ready for the opportunities of tomorrow.

Sincerely,

S K Poddar
Chairman



COMPANY LEADERS

"The Adventz Group remains steadfast in its commitment to India's growth story and to building world-class infrastructure. Texmaco is expanding its reach through strategic acquisitions, global partnerships, and new markets, while elevating its standards in quality, safety, and sustainability. Our aim is to continue as a trusted agent of nation-building, creating lasting economic value for India and a strong global footprint for the Group."

Mr S.K. Poddar
Chairman

"As an indigenous manufacturing and infrastructure powerhouse, we are committed to delivering excellence at every stage — from design to delivery. This year, we have strengthened our R&D capabilities, widened our product portfolio, and deepened alliances with global leaders to boost competitiveness. Our journey is about not just meeting customer needs but exceeding expectations, as we help usher in a new era of rail and infrastructure growth for India."

Mr Indrajit Mookerjee
Vice Chairman

"Our goal is to make Texmaco the undisputed leader in manufacturing excellence, offering an integrated "one-stop" rail and infrastructure solutions platform that rivals the best in the world. Over the past year, we have enhanced operational efficiencies, upgraded facilities, and expanded into new geographies — positioning ourselves to serve both Indian Railways and global markets with unmatched capability. By embedding innovation, sustainability, and customer delight into our DNA, we are setting new benchmarks for the industry."

Mr Sudipta Mukherjee
Managing Director

OUR PRODUCTS

BOXNHL wagon

Camalco Wagon

BLCM (container carrying wagon)

GONDOLA wagon

BOBRN (Coal carrier
with bottom discharge

BTCS (Fly ash)

RMT (Milk tank wagon)

OUR BUSINESS UNITS

Freight Car

- High Payload Stainless/High Tensile Steel Freight Wagons
- Commodity Specific Wagons for Bulk Transport
- Special Purpose New Design Freight Wagons
- Bottom Discharge Coal Hopper Wagons
- Container Flat Wagons
- Tank Wagons (SS, MS, Pressure Vessel)
- Defence Equipment Wagons
- Car carrying wagon
- High capacity Parcel vans
- Brake Vans (type BVCM)

Infra-Electrical

- Railway & Metro Overhead Electrification & General Electrification & Scada
- Automatic Fare Collection System for Metro and Other transport utilities
- Other Power Supply Installation
- Private Siding - Civil Work, Track Work, Signalling & Overhead Electrification
- High Voltage Transmission Line & Grid Sub-stations
- Sidings for Ports, Power Generation utilities, Steel Factories & Coal Mines
- Power Distribution in foreign Countries.
- Railway & Metro Signalling, Telecom & Main Management Systems.

Components

- Fabricated Bogie
- Front end
- Fuel Tank
- Loco Components
- Car Body Shell (CBS)
- Platform Sub-Assemblies
- Bogie Frame
- End Assembly
- Side Sill Assembly
- Bolster Assembly
- APU Base Frame
- Snow Plow
- Brake Lever
- Retention Tank
- Floor Assembly
- Ballast Assembly

Steel Foundry

Steel Foundry

Railway

- Bogie
- Coupler
- Draft Gear
- Striker
- CMS Crossing
- Weldable Crossing

Mining

- Heel Shroud
- Corner Shroud

Industrial

- Marine Bracket
- Slag Pot
- Knuckle
- Pivot
- Follower
- Crossing
- Twist Lock
- Penetrator
- Centre Casting
- Bottom Shell

Exports

- High Axle Load Bogies Castings up to 31.23
- Ton axle load
- High Wear resistance Shroud & Pointer Castings
- Centre Plate
- AAR Yokes & Follower
- AAR Couplers & Knuckles
- End of Car Cushion Yokes
- Articulated Couplers (under Development)
- Mark -390 Locomotive Yokes (under Development)

Infra-Rail & Green Energy

- Railway Track
- Railway and Metro Signalling & Telecommunication
- Railway Overhead Electrification & General Electrification
- Railway Civil Work - Bridges & Culverts
- Metro Track - Viaduct, Underground & Depot
- Metro Automatic Fare Collection System
- Metro Overhead Electrification
- Other Power Supply Installation
- Railway Buildings, Platforms & Foot Over Bridges
- Private Siding - Civil Work, Track Work, Signalling & Overhead Electrification
- Rail Connectivity
- Feeder separation

Rail Interiors

- Air Ducts
- Complete Ceiling with Lighting System
- Luggage Rack
- Side Panel
- Seats
- Partition Wall
- Driver Desk
- Cab Interiors
- FRP Modular Toilets
- Nose Cone

EXPORTS

Brake Van (**Bangladesh**)

Gondola Wagon (**Liberia**) for Iron Ore

Open High-Sided side Discharge Cars for **Vietnam**

Mineral Wagon (**Ghana**)

Oil Tank Wagon (**Bangladesh**)

Sliding Doors covered Car for **Zambia**

Covered Cars With Sliding Doors For **Uganda** Railways

Tank Wagon (**Sri Lanka**)

Tank Car for Phosphoric Acid (**Senegal**)

MG Container Flat **Wagon** for Mali

JOINT VENTURES

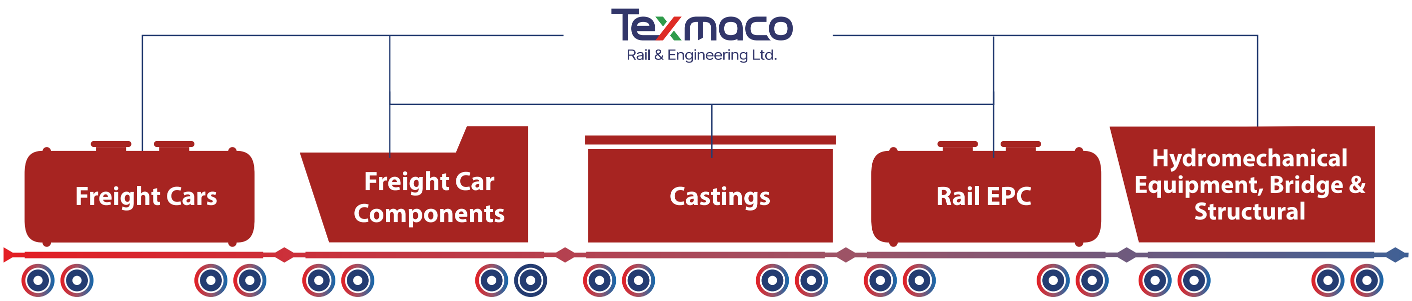
TOUAX–TEXMACO–TRINITYRAIL JOINT VENTURE: BUILDING A GLOBAL RAIL FREIGHT LEASING PLATFORM

The Company strengthened its Joint Venture with Touax Group (France) through the induction of TrinityRail (USA), creating a global rail freight leasing platform that combines manufacturing excellence, international leasing expertise, rail asset management, and advanced wagon technology to support the modernization of India's freight transportation and logistics ecosystem.

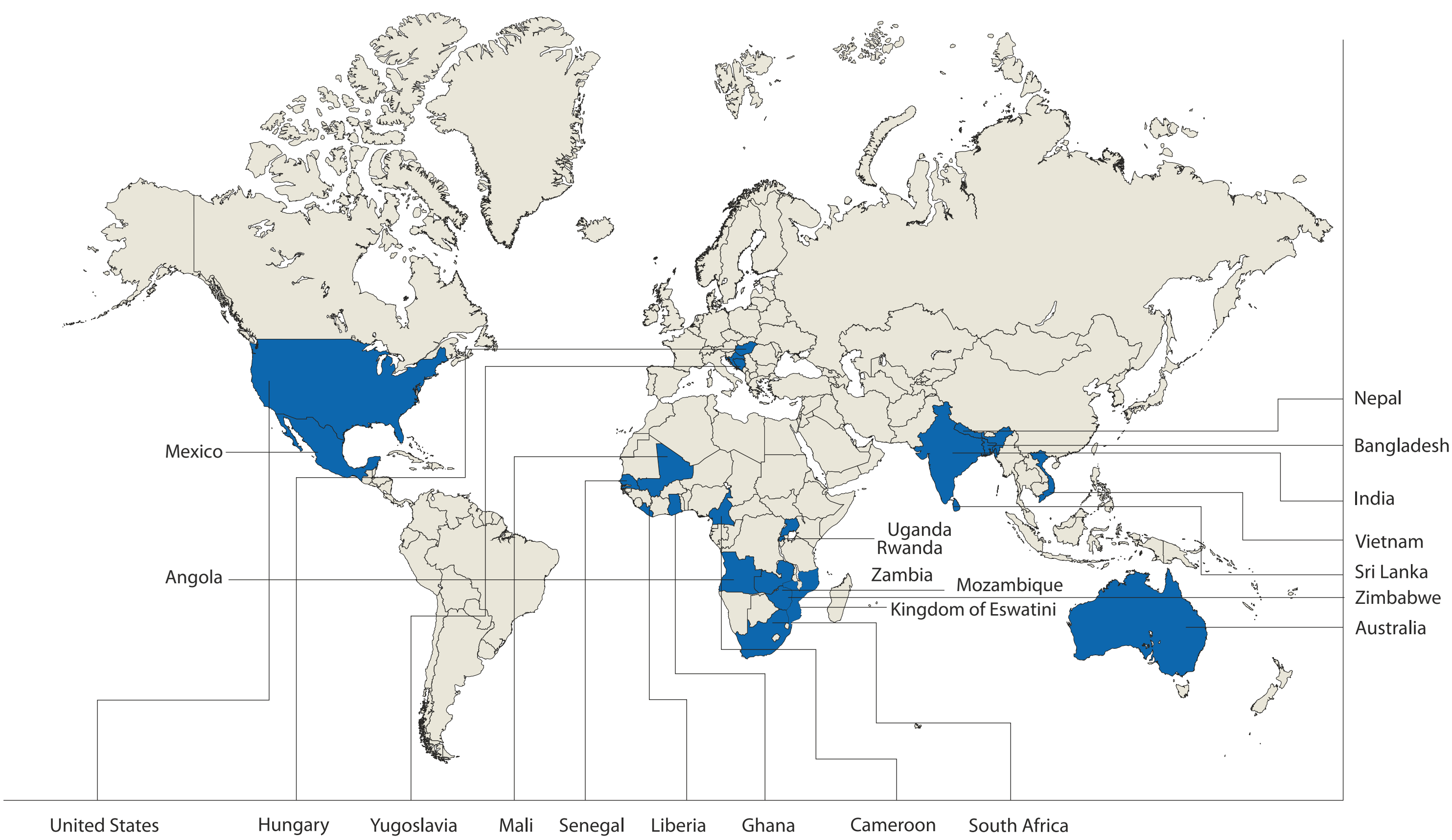
TEXMACO–RVNL JOINT VENTURE: DRIVING THE NEXT GENERATION OF RAIL INFRASTRUCTURE

The Company entered into a strategic Joint Venture with Rail Vikas Nigam Limited (RVNL) to undertake opportunities across railway and allied infrastructure, including rolling stock manufacturing and maintenance, EPC projects, wheelset and wheel manufacturing facilities, and domestic and international rail infrastructure projects, leveraging the complementary strengths of both partners to create long-term value.

GLOBAL PRESENCE



Freight Cars



Asia	India	Nepal	Sri Lanka	Bangladesh	Vietnam	
Africa	Cameroon	Liberia	Ghana	Senegal	Zambia	Mali
	Uganda	South Africa	Rwanda	Kingdom of Eswatini (Swaziland)	Angola	Zimbabwe
	Mozambique					
Others	Mexico	Hungary	Yugoslavia	United States	Australia	

HIGHLIGHTS OF CSR INITIATIVES

Free Health & Eye Camp

Free health and eye check-up camps were organised at various locations across India, in partnership with Mahavir International, offering medical consultations, vision screening, blood pressure and blood sugar testing, and free medicines for underserved communities.

Mental Health Programme

A comprehensive three-phase mental health and resilience programme was conducted across several schools in Kolkata, in collaboration with Psychedge, empowering students, teachers, and parents through awareness sessions, capacity-building workshops, and practical strategies to promote emotional well-being and supportive school communities.

School Infrastructure Upgradation

The Company extended support towards the maintenance and development of school infrastructure, under Direct Implementation, with a focus on enhancing safety, basic amenities, and sports facilities for students. Key initiatives included installation of CCTV surveillance systems, additional fans, and construction of a volleyball court, contributing to a safer, more comfortable, and holistic educational environment for students.

Sports Academy in Sundarbans (West Bengal)

Construction of a dedicated sports academy is underway in the Sundarbans region, in partnership with Smt. Anu Choudhuri Memorial Educational Foundation, to provide aspiring young athletes from underserved communities with quality training infrastructure, professional coaching facilities, and opportunities to nurture their sporting talent.

Hygienic Accommodation for Child Patients

Texmaco is partnering with St. Jude Child Care Centre to provide clean, safe and hygienic accommodation to child patients from humble backgrounds close to their treatment centre, supporting several families through the course of a child's treatment and recovery.

Mid Day Meal Programme

Nutritious mid-day meals are served daily to thousands of school children in collaboration with the Government of India, and The Akshaya Patra Foundation combating hunger and improving school attendance among underprivileged students.

Sports Infrastructure at School

The Company supported the development of the playground through improved sports flooring, installation of protective netting and provision of essential sports infrastructure, in partnership with R. K. Education Welfare Society, with the objective of promoting regular physical activity, enhancing student safety and fostering the holistic development of students through sports.

Renewable Power Support for Schools

The Company supported installation of a solar power system, at Latur with RSS Jankalyan Harangul (BK) and Santiniketan Sisutirtha, Birbhum, ensuring reliable and uninterrupted electricity supply. This initiative promotes clean energy adoption, reduces dependence on conventional power sources, and fosters a sustainable, uninterrupted learning environment for students.

EMPLOYEE ENGAGEMENT

Viswakarma Puja, 2025

Texmaco celebrated Vishwakarma Puja with great enthusiasm and devotion across its premises. The occasion, dedicated to Lord Vishwakarma – the divine architect and craftsman of the gods, holds special significance for everyone engaged in engineering, manufacturing, and industrial activities.

Diwali Celebration, 2025

Texmaco celebrated Diwali with an abundance of colours, lights, and laughter across our premises. Employees came together to share sweets, exchange warm wishes, and celebrate the festival of lights in a spirit of togetherness and joy that truly illuminated the workplace.

Christmas Celebration, 2025

Texmaco celebrated Christmas across the organization with laughter, gifts, and cakes, bringing employees together in the festive spirit. The celebration reflected the joy of the festive season and strengthened the spirit of togetherness among employees.

Khaitan & Co. Corporate Cricket Cup, 2026

Texmaco Rail and Engineering Limited participated in Corporate Cricket Cup 3.0 – 2026, organized by Khaitan & Co. We won both our group-stage matches and emerged as the group winner, showcasing teamwork and determination.

Women's Day, 2026

On the occasion of International Women's Day, we hosted a meaningful celebration to honor the achievements, resilience, and contributions of women across our organization. Employees from different departments and locations came together in the presence of our senior leadership, reaffirming our commitment to an inclusive and empowering workplace. The celebration was a heartfelt tribute to every woman who continues to shape and strengthen Texmaco.

Republic Day, 2026

Texmaco Rail proudly celebrated the 76th Republic Day of India on 26th January with great enthusiasm and patriotic spirit across its premises. The occasion reaffirmed the values enshrined in the Constitution and our collective responsibility towards nation-building.

International Yoga Day Celebration

Texmaco celebrated International Yoga Day at the Staff Club premises, encouraging employees to embrace the importance of yoga and overall well-being. The session promoted awareness about the benefits of yoga for physical fitness and mental well-being.

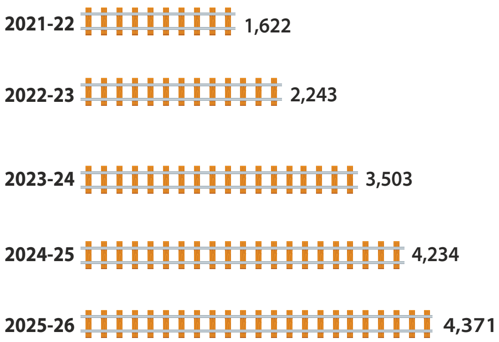
Get Together at Steel Foundry, Urla Works, Raipur

Texmaco Urla Works hosted a vibrant get-together at the Steel Foundry, Raipur. The event was organized as part of the Company's ongoing commitment to fostering a positive work culture, strengthening team bonding, and appreciating the hard work and dedication of its employees.

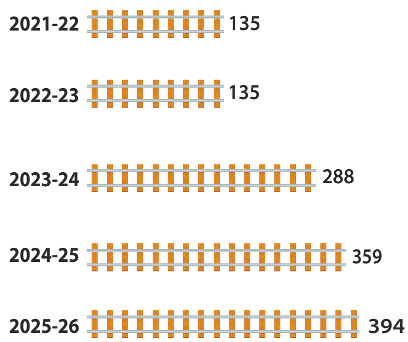
Financial Performance

Main Indicators

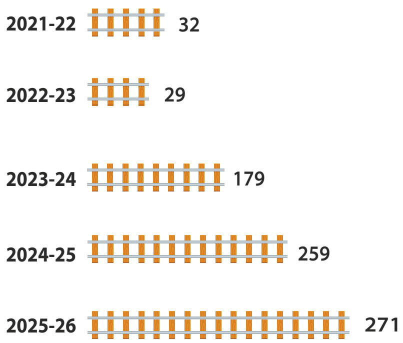
Revenue from Operation
(₹ in Cr)



EBIDTA
(₹ in Cr)



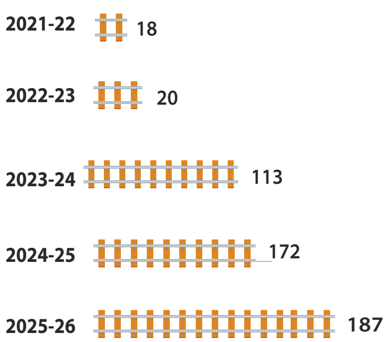
PBT
(₹ in Cr)



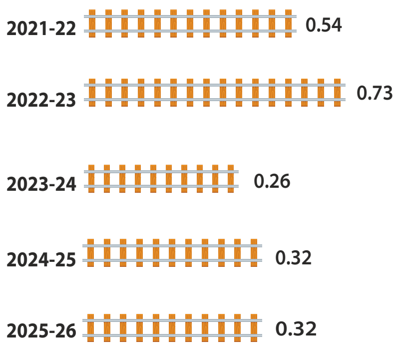
Financial Highlights of The Last Ten Years

Indicator	FY 2016-17	FY 2017-18
Revenue from Operation	1187.78	1139.20
Other income	47.31	50.64
Gross profit (PBDT)	58.17	50.37
Profit before tax & Exceptional items	42.01	25.55
Exceptional items	-	-
Profit/(loss) before tax	42.01	25.55
Tax for the year	8.44	12.17
Profit after tax	33.57	13.39
Equity	21.94	22.46
Free reserves	912.05	1010.56
Equity share book value (Rs)	42.57	43.47
Rate of dividend	25%	25%

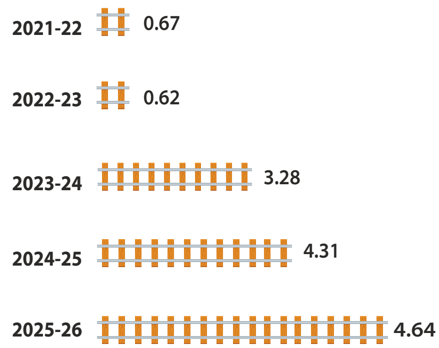
PAT
(₹ in Cr)



Debt-equity ratio



EPS
(₹)



(₹ in Crores)

FY 2018-19	FY 2019-20	FY 2020-21	FY 2021-22	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26
1858.17	1831.80	1688.74	1621.74	2243.28	3502.87	4233.98	4371.40
21.13	27.26	31.78	31.49	37.77	84.44	96.93	51.50
117.17	87.12	48.85	68.23	63.75	213.89	292.96	320.14
88.21	51.21	11.59	32.42	28.72	178.70	258.63	274.05
-	149.92	-	-	-	-	-	3.02
88.21	-98.71	11.59	32.42	28.72	178.70	258.63	271.03
12.93	-32.87	-0.27	14.12	8.88	66.01	86.50	84.03
75.28	-65.84	11.87	18.29	19.84	112.69	172.13	187.00
22.48	22.49	25.03	32.19	32.19	39.95	39.95	40.69
1078.26	989.16	1098.36	1278.15	1296.88	2429.38	2615.63	2271.32
51.43	44.99	44.87	40.71	41.29	61.82	66.48	56.82
35%	10%	10%	10%	15%	50%	75%	75%

Report of the Board of Directors

Dear Shareholders,

Your Directors have the pleasure in presenting Annual Report of the Company along with the Audited Financial Statements for the financial year ended 31st March 2026.

FINANCIAL HIGHLIGHTS

(₹ in Crore)

Particulars	Standalone		Consolidated	
	2025-26	2024-25	2025-26	2024-25
Operating Profit (PBIDT)	**394.16**	**358.79**	**414.35**	**499.01**
Less: Interest (Net)	74.02	65.83	86.88	87.89
Gross Profit (PBDT)	**320.14**	**292.96**	**327.47**	**411.12**
Less: Depreciation	46.09	34.33	47.05	43.15
Profit before Taxation and Exceptional Items	**274.05**	**258.63**	**280.42**	**367.98**
Less: Exceptional Items	3.02	-	3.13	-
Profit before Taxation	**271.03**	**258.63**	**277.30**	**367.98**
Less: Tax Expenses				
- Current Tax including tax related to earlier years	43.56	50.28	43.56	50.28
- MAT Credit entitlement	13.02	34.85	13.02	34.85
- Deferred Tax Liability/(Asset)	27.45	1.37	27.15	33.97
Profit after Taxation	187.00	172.13	193.57	248.88
Non-Controlling Interest	-	-	-1.58	-0.30
Profit after Taxation attributable to Owners of the Parent	**187.00**	**172.13**	**195.15**	**249.18**
Add: Balance brought forward from previous year	430.63	280.82	518.32	291.48
	617.63	**452.95**	**713.47**	**540.66**
Appropriations				
Dividend paid	29.96	19.97	29.96	19.97
General Reserve	-	2.00	-	2.00
Other Appropriations	115.58	0.35	205.36	0.36
Balance Carried Forward	**472.09**	**430.63**	**478.14**	**518.32**

Note: The above figures are extract of the Standalone and Consolidated Audited Financial Statements prepared for the Financial Year ended 31st March 2026 and comparative figures for Financial Year ended 31st March, 2025.

Financial Performance

(i) Standalone

Standalone Total Income for the year 2025-26 was ₹ 4,422.90 Crores. The Profit before Depreciation and Tax (PBDT) and Profit before Tax (PBT) for the year were ₹ 320.14 Crores and ₹ 271.03 Crores respectively. The Net Profit was ₹ 187.00 Crores, after providing net tax liability of ₹ 84.03 Crores for the year as per the Profit and Loss Account drawn up in accordance with the Indian Accounting Standards as specified under the Companies Act, 2013 ('Act').

(ii) Consolidated

Consolidated Total Income for the year 2025-26 was ₹ 4,414.31 Crores. The Profit before Depreciation and Tax (PBDT) and Profit before Tax (PBT) for the year were ₹327.47 Crores and ₹ 277.30 Crores respectively. The Net Profit was ₹ 193.57 Crores, after providing net tax liability of ₹ 83.73 Crores for the year as per the Profit and Loss Account drawn up in accordance with the Indian Accounting Standards as specified under the Companies Act, 2013 ('Act').

Dividend

Your Directors recommend payment of dividend of 75% i.e. ₹ 0.75/- per equity share of face value of ₹ 1/- each for financial year ended 31st March 2026.

The above dividend has been recommended in compliance with the Dividend Distribution Policy of the Company formulated pursuant to Regulation 43A of the SEBI Listing Regulations.

Transfer to Reserves

Your directors do not propose to transfer any amount to General Reserve for the year under review.

SIGNIFICANT FINANCIAL RATIOS

As required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the significant financial ratios on the basis of standalone financials of the Company are given below:

Particulars		2025-26	2024-25	2023-24
Net Profit Margin*	%	4.28	4.07	3.22
Operating Profit Margin*	%	6.50	6.04	5.77
Debtors Turnover	Times	3.66	4.17	4.20
Inventory Turnover	Times	5.76	6.16	5.00
Debt Equity Ratio	Times	0.32	0.32	0.26
Current Ratio	Times	2.41	2.36	2.63
Interest Coverage Ratio#	Times	3.23	3.18	2.43
Return on Net Worth#	%	7.40	6.48	4.56

**Increase in profit margin is due to cost reduction measures.*
 # Improvement due to higher profits.

MANAGEMENT DISCUSSION AND ANALYSIS

Overview of the Industry

India remained one of the fastest growing major economies in FY26, supported by growing consumer demand, public investment and a broad - based expansion across sectors. According to the Economic Survey 2025-26, real GDP growth for FY26 was estimated at 7.4%, and looking ahead, India's potential growth is estimated at around 7%, with real GDP growth projected at 6.8% - 7.2% for FY27. The economy continues to benefit from increasing investment activity, improving consumption trends and infrastructure development.

Inflationary pressures also eased considerably during FY2026. Headline consumer inflation moderated during the year, supported by favourable agricultural output, improved food supplies and lower food prices. The Reserve Bank of India estimated average CPI inflation at 2.1% for FY2026. Lower inflation, along with policy rate reductions and improved liquidity conditions, supported economic activity during the year. India's manufacturing and services sectors remained in expansion territory, supported by strong demand conditions and sustained business activity. Economic conditions were further aided by higher government capital expenditure, improving consumption trends and favourable policy measures.

Supported by the government's continued focus on infrastructure development, Indian Railways remains a key pillar of India's infrastructure led development. In the Union Budget 2026-27, the sector received a record capital expenditure allocation of ₹ 2.93 lakh crore, reflecting the government's focus on expanding rail infrastructure, improving safety standards and strengthening freight transportation.

Nearly ₹ 1.20 lakh crore has been earmarked for safety-related works. The sector has also continued to make progress in network expansion and modernization, with over 35,000 kilometres of new railway tracks laid and electrification exceeding 99.5% of the broad-gauge network. The Union Budget also outlined the development of seven new intercity high-speed rail corridors and a 2,052-kilometre Dedicated Freight Corridor connecting Dankuni in West Bengal and Surat in Gujarat.

These initiatives highlight the sector's ongoing transformation and are expected to strengthen India's transportation network and support long-term economic development.

Texmaco Business – An Overview

Building on its established presence in the railway sector, your Company has evolved into an integrated provider of rail and infrastructure solutions. Underpinned by engineering expertise, diversified manufacturing capabilities and a customer centric approach, your Company continues to strengthen its position across the rail ecosystem.

With a portfolio spanning Freight Cars, Component Systems, railway castings and rail infrastructure solutions, your Company serves a diverse set of requirements across the railway value chain. This diversified presence enables participation across multiple opportunities while balancing exposure across manufacturing, engineering and infrastructure businesses. An established manufacturing footprint, strong execution track record and longstanding customer relationships, continue to support expansion in both Indian and international markets.

This year presented a challenging operating environment, marked by continued supply chain disruptions, primarily in key input materials, that constrained wagon production volumes during the year. Despite these headwinds, the Company remained focused on execution across its businesses. Revenue from Operations was ₹ 4,377 Crore. EBITDA for the year was ₹ 450 Crore, with an EBITDA margin of 10.3%, while Profit After Tax was ₹ 194 Crore, translating into a margin of 4.4%. While performance during the year was impacted by lower wagon production arising from supply chain challenges, the Company continued to advance its strategic priorities, including initiatives focused on infrastructure, technology and business development.

The continued support of Indian Railways, private sector customers and international clients reflects confidence in our offerings and expertise. As on 31st March 2026, the Company's order book was ₹5,408 Crore, providing visibility for execution across our businesses. During the year, your Company continued to build its order pipeline through order inflows across freight cars, infrastructure and engineering businesses, while also advancing its presence in international markets.

During FY26, your Company undertook several strategic initiatives aimed at strengthening its capabilities and broadening its participation across the railway and infrastructure sectors. The JV with Rail Vikas Nigam Limited (RVNL) marks an important step towards pursuing railway infrastructure and rolling stock opportunities in India and overseas markets, while enhancing project execution capabilities and market access.

Further, the collaboration with Hörmann Vehicle Engineering GmbH to establish a Global Capability Centre ('GCC') advances your Company's focus on expanding its engineering and technology expertise. The GCC is expected to focus on product design, digital engineering and advanced mobility solutions, directly supporting the development of next-generation transportation capabilities.

Collaborations with Nevomo and Indian Institute of Technology (IIT) Kharagpur reflect the Company's commitment to research, product innovation and advancing rail mobility technologies. These partnerships are expected to enhance its ability to address evolving opportunities in the railway sector.

These initiatives are aligned with your Company's Vision 2030 roadmap, which seeks to build a more diversified, technology driven and resilient business. Recognising the cyclical nature of the freight wagon industry, the strategy is focused on expanding the Company's presence across higher value and more resilient segments including railway infrastructure, signalling and safety systems, passenger mobility, defence, exports and digital engineering services. Through a combination of product diversification, technology partnerships, geographic expansion and operational excellence, your Company aims to create a more balanced business portfolio with improved margin stability and profitability.

Looking ahead, the Company remains focused on executing its long term strategy of growth and diversification. The strategic initiatives undertaken during FY26 mark important steps in your Company's evolution beyond its traditional strengths, while expanding its presence across infrastructure, engineering and technology led businesses. As investments in railway modernisation, infrastructure development and mobility solutions continue to gather pace, we remain committed to leveraging our engineering expertise, manufacturing capabilities and strategic partnerships to create long term value for all stakeholders.

Talent Management

People remain at the core of our organizational philosophy, and Human Resources continues to play a key role in strengthening this foundation as the Company progresses into its next phase of growth and transformation.

Key Talent Management Initiatives

- Performance Management Framework - To reinforce a high-performance culture, the Company has implemented the Balanced Scorecard framework across all locations. Business objectives have been systematically translated into unit, departmental, and individual goals, ensuring alignment, accountability, and transparency throughout the organization. Employees are encouraged to undertake challenging goals and are supported through continuous feedback, coaching, and managerial guidance, enabling them to achieve higher levels of performance and professional growth. The Company remains committed to recognizing and rewarding excellence through both intrinsic and extrinsic means, while continuing to attract, develop, and retain high quality talent. We firmly believe that our people are our most valuable asset and among the key drivers of long-term organizational success.

- Operational Excellence and Capability Building - The Company has also continued to strengthen its manufacturing excellence journey through initiatives such as 5S, Kaizen, and Lean Manufacturing practices across its operations. Human Resources team has played an integral role in nurturing this culture by driving employee engagement, capability building, and behavioral alignment with operational excellence across all manufacturing locations.

- Employee Engagement and Well-being - Employee retention and engagement remain key priorities for the organization. The Company is committed to fostering a positive and inclusive work environment through competitive compensation and benefits, recognition of employee contributions and initiatives that support work-life balance and overall employee well-being.

- Leadership Development and Succession Planning - As part of its long-term people strategy, the Company has strengthened its focus on succession planning and leadership development. In line with this objective, a dedicated leadership development program has been launched for mid-level managers. The initiative is designed to build holistic leadership capabilities, strengthen organizational readiness, and develop future leaders who will drive the Company's sustained growth and transformation journey.

- Recognition and Appreciation - Further reinforcing its commitment to a people-first culture, the Company introduced the "Shabash Award" to recognize employees who consistently go the extra mile in delivering exceptional performance and demonstrating organizational values. The initiative reflects the Company's continued focus on fostering motivation, appreciation, and a culture of excellence across the organization.

Significant Development: Freight Car Division

Industry Outlook and Strategic Alignment

The Indian Railways sector presents a significant long-term growth opportunity, supported by the Government's sustained focus on infrastructure modernization, freight corridor expansion, logistics optimization, and increasing modal shift from road to rail transportation. Indian Railways has outlined an ambitious target to increase freight traffic from approximately 1,700 million tonnes (MT) to nearly 3.3 billion tonnes (BT) by 2030, reflecting the strategic importance of rail-led logistics within India's economic growth framework.

During FY 2025–26, freight loading remained resilient at approximately 1,670 MT, driven by continued demand across key sectors such as coal, cement, steel, iron ore, containers, and automobiles. Long-term industry projections indicate sustained growth in freight movement, with wagon demand expected to grow at an estimated CAGR of approximately 5.8% over the 2026–2051 period. The demand outlook continues to be supported by significant projected freight movement across key commodities, including coal (~1,500 MT), cement (~800+ MT), containers (~540+ MT), iron ore (~370+ MT), and steel raw materials (~90+ MT).

The Union Budget 2026–27 has further reinforced this positive outlook through a continued commitment towards railway infrastructure development, with an allocation of approximately ₹2,78,030 Crore and an overall capital outlay of ₹2,93,030 Crore for Indian Railways. The continued emphasis on network expansion, rolling stock modernization, dedicated freight corridors, multimodal logistics integration, and capacity enhancement is expected to create sustained long-term demand for freight wagons and associated rail mobility solutions.

In addition to traditional bulk commodities, the Indian wagon industry is increasingly driven by high growth sectors such as automobiles, cement, steel, and containerized logistics. Private sector participation in rail logistics also continues to grow, supported by the growing focus on supply chain optimization, lower logistics costs, sustainability initiatives, and multimodal transportation networks.

Simultaneously, export opportunities for Indian wagon manufacturers continue to expand, supported by India's competitive manufacturing base, advancing technological capabilities, and the Government's "Make in India" initiative. The Company continues to actively pursue opportunities across Africa, the Middle East, Southeast Asia, and neighboring international markets, thereby creating a robust platform for long-term export led growth.

Freight Wagon Business Performance – FY 2025–26

During the year under review, your Company delivered a strong operational and financial performance, demonstrating resilience, execution excellence, and sustained market leadership in the freight wagon segment.

Total wagon deliveries during FY 2025–26 stood at 8,372 wagons, aggregating to approximately ₹ 3,413.38 Crore.

- 6,841 wagons supplied to Indian Railways
- 1,531 wagons delivered to private sector customers, reflecting a well balanced diversified base across institutional and private freight operators.
- Order position of approximately ₹ 2,080.36 Crore, providing strong medium-term revenue visibility and reflecting sustained demand across Indian and International markets.

The Company continued to distinguish itself through industry-leading execution capabilities, consistently maintaining one of the highest execution rates within the wagon manufacturing industry notwithstanding the growing complexity of its specialised and custom-engineered product portfolio. These specialized wagons involve significantly higher engineering complexity, design customization, and execution requirements, highlighting the Company's engineering expertise, manufacturing excellence, and project execution framework.

The Company's consistent execution performance, combined with a diversified order pipeline and expanding customer base, continues to reinforce its position as a preferred and reliable partner for both standard and specialized freight mobility solutions.

Strategic Partnerships and Technology Initiatives

During the year, the Company continued to strengthen its long-term strategic and technological capabilities through focused partnerships and collaborations aimed at driving innovation, enhancing competitiveness, and expanding future growth opportunities.

- **Nevomo** - The collaboration with Nevomo represents an initiative in next-generation rail mobility technologies, particularly in the areas of magnetic levitation and linear propulsion systems for freight applications. The partnership is expected to support future advancements in speed, operational efficiency, energy optimization, and lifecycle cost reduction, reinforcing the Company's positioning in emerging rail transportation technologies.
- **Rail Vikas Nigam Limited Joint Venture** - The Company also entered into a strategic Joint Venture with Rail Vikas Nigam Limited (RVNL) and executed the Shareholders' Agreement to jointly pursue large-scale railway infrastructure and rolling stock opportunities in India as well as overseas markets. The incorporation process for the Joint Venture is currently underway and is expected to enhance the Company's project execution capabilities, broaden its market access, and expand its participation in integrated railway infrastructure opportunities.

- **IIT Kharagpur Collaboration** - Further strengthening its innovation ecosystem, the Company signed a Memorandum of Understanding with Indian Institute of Technology (IIT) Kharagpur for collaboration in rolling stock design, technology development, and the induction of new products and advanced technologies with Indian Railways. This partnership is expected to enhance the Company's research and development capabilities and support future product innovation initiatives.

Major Deliveries and Key Milestones

The year under review marked several significant milestones and achievements, reflecting the Company's execution capabilities, innovation led growth strategy, and continued market leadership across multiple freight mobility segments.

The Company successfully secured and executed a pilot order for FMP wagons from the Ministry of Railways and completed the design, development, manufacturing, and delivery of four rakes during the year. This milestone reflects the Company's capabilities in handling specialized wagon platforms and executing technologically advanced freight mobility solutions.

The Company also maintained a focused strategic emphasis on the automotive logistics segment through the successful deployment of ACT1 wagon platforms. During the year, the Company delivered eight rakes to leading automotive logistics operators, enabling it to achieve complete market penetration in this segment and further strengthen its leadership position in automotive rail logistics solutions.

In parallel, the Company made significant progress in the development of next-generation ACT3 wagon platforms. The design phase has been successfully completed, and assembly activities are currently at an advanced stage following the receipt of necessary approvals from the Ministry of Railways. The Company has already secured orders for these wagons from a leading automotive logistics company, reflecting strong market acceptance of the platform.

The Company also successfully designed and supplied prototype CMP wagon rakes to Indian Railways. Oscillation trials for these wagons have been successfully completed, and the rakes are currently awaiting CCRS clearance prior to commencement of serial production.

Order inflows during the year included a significant contract from JSW Steel for the supply of 20 rakes comprising BFNV, BLSS, and BLCS wagon platforms, further diversifying the Company's diversified order book and presence across specialized freight segments.

On the international business front, the Company secured a major export order from Camalco for the supply of 1,700 Open Top Wagons, to be executed in three phases. This order represents a significant milestone in the Company's export expansion strategy. Additionally, the Company is currently engaged in advanced stage discussions with Train Operating Companies associated with Transnet for potential wagon supply opportunities in South Africa. Collectively, these developments are expected to further strengthen the Company's order pipeline and presence in international markets.

Strategic Priorities and Growth Areas

The Company remains committed on strengthening and expanding its leadership position in the freight wagon industry through continued emphasis on product innovation, engineering excellence, customization capabilities, operational efficiency, and timely execution.

As part of its long-term strategic direction, the Company is progressively shifting its business focus from the traditional Indian railway procurement market towards higher growth private sector and export-oriented opportunities. This transition is expected to enhance diversification, improve margins, strengthen its presence in international market, and create sustainable long-term growth opportunities.

Simultaneously, the Company is actively pursuing strategic diversification beyond freight wagons into the broader passenger mobility ecosystem. Key focus areas include metros, railway coaches, locomotives, urban transit systems, and lifecycle maintenance solutions for rolling stock. This strategic expansion is aligned with emerging opportunities arising from rapid urbanization, railway modernization, and increasing investments in mass transit infrastructure.

The Company's long-term growth strategy continues to be anchored around technology adoption, strategic collaborations, product diversification, and strengthening its position as an integrated rolling stock solutions provider.

The performance of the Company during FY 2025–26 reflects operational strength, execution excellence, technological advancement, and strategic clarity. Supported by a robust and diversified order backlog, expanding Indian and international market presence, strategic partnerships, and a focused diversification strategy, the Company remains well positioned to sustain its growth momentum and create long-term value for all stakeholders.

With a continued focus on innovation, customer-centric solutions, manufacturing excellence, and expanding its presence across the rolling stock and railway mobility value chain, the Company is steadily strengthening its position as a comprehensive and future ready and integrated rolling stock solutions provider.

Infra Rail & Green Energy Division

The Indian Rail EPC (Engineering, Procurement, and Construction) business is experiencing sustained and significant growth, underpinned by record government capital expenditure. The sector's focus has progressively evolved beyond capacity expansion to encompass broader modernization objectives, including the development of high-speed rail networks and the implementation of enhanced safety initiatives.

Business Scenario:

The Indian Rail EPC sector maintained robust activity levels during FY 2025-26, supported by sustained government investment, strong project execution and higher order inflows.

- **Capital Outlay:** Gross Budgetary Support (GBS) for Indian Railways was ₹ 2.52 lakh Crore, with a substantial portion of the sanctioned capital expenditure utilised by the end of Q3.
- **Sectoral Focus:** Capital expenditure remained directed towards capacity enhancement initiatives, including track doubling and new line development, along with safety-related investments such as signaling upgrades and the implementation of the Kavach anti-collision system.
- **Execution Pacing:** Wagon manufacturers and specialized electrical contractors benefitted from higher execution activity during the year. In comparison, traditional construction EPC companies reported relatively moderate revenue growth of around 5 – 11%, reflecting a temporary rationalization of state-level budgets and change in tender allocation patterns.

Way forward:

The outlook for FY 2026-27 remains positive, supported by the record budgetary allocations and the continued execution of large scale railway infrastructure projects.

The Union Budget strategic focus has increasingly shifted towards developing future-ready rail networks. A key initiative is the planned development of seven new intercity high-speed rail corridors spanning 4,000 Km. These include routes such as Delhi-Varanasi and Mumbai-Pune, along with several other strategic corridors.

Strategic Takeaways for EPC Players

Rising raw material costs and the implementation of revised labour codes have heightened the importance of operational efficiency and effective working capital management. Concurrently, growth opportunities are increasingly concentrated in technology-driven segments, particularly signalling, telecommunications, and automated train protection systems such as Kavach.

During the year under review, the division reported Gross Revenue of ₹ 318 Crore as against ₹ 381 Crore during previous year. The decline was primarily due to the geopolitical situation in Bangladesh, which adversely impacted the pace of execution of existing orders. Performance was also affected by a lower order book, as the division remained focused on completing orders in hand and achieving financial closures of existing contracts.

The division has renewed its efforts to strengthen its order book in the Rail EPC segment and remains focused on pursuing growth opportunities to support business expansion in the coming years.

Infra Rail & Green Energy – HME & BSD Division

Performance and Project Update

- The HME and BSD Division recorded a turnover of ₹30.65 Cr during FY26 as against ₹57.40 Cr in the previous year.
- All long-pending contracts under both the HME and BSD Division have been successfully completed and are in the final stages of handover to the respective clients.

Major Milestones:

- **Subansiri HE Project:** All Hydro Mechanical (HM) works for India's largest hydro project (2,000 MW) have been completed. The handover process is currently underway.
- **Mizoram Bridge Project (BSD):** The project has been formally handed over to NFR and the work completion certificate has been received.
- **Arun III Hydro Project (Nepal):** Work under the Joint Venture with M/s SSFML, Nagpur is progressing well. Fabrication and erection of penstock ferrules are currently in progress.
- **Farakka Project:** The project is targeted for completion by October 2026.

The outstanding order book as of April 1, 2026, was ₹9.8 Cr. The balance profit share from Joint Venture work was ₹ 8.7 Cr.

Way forward:

The division has recently been mandated to pursue new business opportunities and is actively participating in tenders floated by Public Sector Undertakings and Private Institutions to strengthen its order book.

Infra Electrical Division

The Infra Electrical Division recorded its highest ever revenue of ₹610 Cr during FY26, registering a 66.1% YoY growth. The division maintained a strong order book of ₹1,882 Cr, providing visibility for future growth and execution.

Key achievements during the year include:

- Commissioning of the 132 KV Maharajpur Transmission Line for CSPTCL
- Commissioning of the 220 KV Jabalpur Transmission Line for MPPTCL
- Commissioning of the 220 KV Mainpur Transmission Line for MPPTCL
- Continued maintenance of 5,000 km of Electrical Assets for Indian Railways

The division continues to strengthen its presence in KV Traction Power Supply segment in FY 2026-27and is executing projects across various railway zones.

Subsidiaries, Associate and Joint Ventures

Texmaco's group structure includes multiple subsidiaries, associate and joint ventures that contribute significantly to revenue, reach, and innovation.

A Report on the performance and financial position of each of the subsidiaries, associate and joint ventures as included in Note No. 1.66 to the Standalone Financial Statement of the Company is provided in Form AOC-1 and forms a part of this Annual Report.

Subsidiaries include:

i. Saira Asia Interiors Pvt. Ltd.

ii. Texmaco Nymwag Rail & Components Private Limited
(formerly known as Belur Engineering Private Limited)

iii. Texmaco Transtrak Pvt. Ltd.

iv. Texmaco Defence Technologies Limited
(formerly known as Texmaco Rail Electrification Limited)

v. Texmaco Rail Systems Pvt. Ltd.

vi. Belgharia Engineering Udyog Pvt. Ltd.

vii. Texmaco Middle East DMCC

During the year under review, Texmaco West Rail Limited (formerly known as Jindal Rail Infrastructure Limited) ceased to be subsidiary of the Company on account of merger with the Company pursuant to the Order of the Hon'ble NCLT Kolkata Bench dated 4th August, 2025.

Further, Panihati Engineering Udyog Private Limited has become an associate Company from subsidiary due to dilution of stake on account of fresh issuance of equity shares to new investors from the promoter group of the Company.

Joint Ventures include

i. Touax Texmaco Railcar Leasing Pvt. Ltd.

- Fleet comprised 32 rakes during FY26 under long-term contracts with tenures ranging from 10 to 15 years.
- Revenue from lease rentals during the year was ₹ 97.77 Cr as compared to ₹81.33 Cr in the previous year, reflecting a growth of approximately 20.21%.
- During the year, the Company was awarded a new lease of 8 BLSS rakes for a period of 10 years. Further, the lease term of 2 BLCM rakes with a Container Train Operator was extended from 10 years to 12 years.
- Received enquiries from existing and prospective customers for the leasing of approximately 20 additional rakes. Supported by innovative funding and investment structures currently under evaluation, the Company expects to sign additional lease agreements in the coming year.

ii. Wabtec Texmaco Rail Pvt. Ltd.

During FY26, the Company continued operations across wagon components and brake systems for Indian Railways. Revenue for the year was ₹114.54 Cr, with profit before tax of ₹22.51 Cr. Performance was impacted by the discontinuation of Receiver assembly exports to Wabtec de Mexico and a decline in Draft Gear sales attributable to reduced wagon production volumes in India.

The Company executed supplies of Draft Gears, Receivers, and Brake Systems at scale and conducted Indian Railways trials of the Onboard Brake System Health Monitor (BSHM) in 2025. Technical demonstrations of the Wabtec ASCTD were completed on BOXNHL and BOXNS wagons, with a final demonstration to RDSO currently planned.

The Company is taking active steps for registration as supplier with RDSO for supply of C3W DV assemblies and additional accessory items. The Company collaborated with Texmaco on the development of a modern freight car design for prospective Indian Railways tenders.

The order book as of 1st April 2026 was ₹ 29.76 Cr. Approvals, technical demonstrations, and freight car design development are in progress, provide visibility into a pipeline of potential future orders.

R&D Activities

The Company's R&D initiatives focus on comprehensive new product development, continuous process improvement, enhanced quality systems, cost optimization, sustainability, and expansion into global export markets, with the objective of strengthening overall competitiveness and long-term growth.

1. New Product & Export Market Development

i. **Mining Products (Australia Market):** Developed advanced BOGET-type mining products with precise control over dimensions, geometry, and material properties to meet stringent international standards. This has strengthened export opportunities, enhanced product acceptance and reinforced long-term customer confidence in global markets.

ii. **Coupler & Wagon System (Africa Market):** Developed a completely new coupler and associated wagon components using reverse engineering. This initiative has enhanced in-house design capabilities, increased engineering confidence and created strong potential for export growth and future product patenting.

iii. **Trinity Manway Covers (North America):** Developed high performance products that comply with AAR standards and withstand extreme environmental conditions. Successfully qualified by Trinity Rail, USA, with ongoing validation, demonstrating strong potential for long-term business collaboration and sustained export volumes.

iv. **Passenger Coach Couplers (India):** Successfully developed and supplied tight lock (H-type) couplers, marking a strategic entry into the passenger segment and expanding beyond traditional freight applications, thereby opening new opportunities within the Indian market.

v. **Locomotive Yoke Components (USA):** Developed high-precision Mark 325 yoke and follower components with tight tolerances and critical geometries. Samples were manufactured, inspected and submitted for approval, enabling entry into a new locomotive segment.

2. Design & Engineering R&D

i. **Centre Pouring Process:** Implemented an advanced centre pouring technique improving metal flow, casting quality, reducing defects, and achieving significant cost savings through lower finishing requirements, reduced rework and improved yield.

ii. **Method Optimization for Bolsters:** Optimized casting design parameters including wall thickness and geometry, achieving approximately 5% weight reduction while maintaining strength, performance, and dimensional stability.

iii. **Core Locking Innovation:** Developed an innovative auto core-locking mechanism that eliminates chaplet dependency, ensures uniform wall thickness, reduces rejection rates and improves casting reliability in field applications.

3. Process & Operational Optimization

i. **Sand Reclamation:** Reduced fresh sand consumption by approximately 25%, lowered resin and catalyst usage, minimized waste generation and improved environmental sustainability along with cost savings.

ii. **Weldable Crossing Scale-Up:** Increased production threefold post RDSO approval through optimized process control, supporting modernization of railway infrastructure and improving operational efficiency.

4. New Business Development

i. **Australian Couplers:** Development remains under validation stage, with material test samples currently being evaluated, showing strong future business potential upon approval.

ii. **European Market Entry (Wabtec – TF25 Bogie):** Executed pilot order with Class I quality compliance. Subsequent tooling orders have been received, opening new export opportunities and strengthening the Company's global presence.

5. Product Performance Enhancement

i. **Hardness Profiling:** improved wear resistance and extended product life.

ii. **Tempering Optimization:** Achieved higher hardness (~444 HB) while maintaining impact strength.

iii. **Peening Improvements:** Resolved peening issues, enhancing surface quality, durability, and component reliability.

6. R&D Infrastructure Development

i. **Advanced Spectro System:** Installed a 27-channel advanced spectro system with nitrogen analysis capability, enhancing testing accuracy, repeatability and overall quality assurance.

ii. **Furnace Conversion with SCADA:** Converted oil-fired furnaces to gas-based systems with SCADA integration, improving temperature control, energy efficiency, emission reduction and enabling digital monitoring.

iii. **Radiography Certification:** Achieved ASME Section VIII radiography certification, enhancing non-destructive testing capability and expanding into pressure vessel applications.

iv. **NABL Accreditation - Raipur Laboratory:** The second metallurgical laboratory at Urla is undergoing NABL accreditation as per ISO/IEC 17025. The final audit has been completed and report is awaited which will enhance credibility and testing scope.

v. **AAR M-1003 Approval - Raipur Foundry:** The Raipur foundry is under AAR M-1003 approval, similar to Kolkata unit, with certification targeted by October 2026, enabling supply to the USA market and expanding export capability.

7. Technology Commercialisation

3D Scanning System: Implementation an in-house advanced 3D scanning system, improved inspection accuracy, reduced reliance on outsourcing, and enhancing turnaround time for quality verification.

8. Digitalisation & Automation

i. **Digital Shadowgraph System:** Enabled precise inspection of micro profiles, threads, and Charpy test specimens, improving measurement accuracy and repeatability.

ii. **Barcode-Based Traceability System:** Automated barcode generation with full integration of quality data, improving traceability, eliminating manual errors, and enhancing customer satisfaction.

These R&D initiatives have contributed significantly to product innovation, operational excellence, quality enhancement, cost reduction and digital transformation. They have further supported global market expansion, reinforcing the Company's position as a leading manufacturer of high-precision engineering components.

IT Services

During the year under review, the IT Department focused on three main areas:

i. **ERP Optimization** – Following the earlier migration to Oracle Fusion Cloud, efforts shifted to system optimization, performance monitoring, and user support to maximize the platform's benefits in terms of efficiency, scalability, and availability.

ii. **Cybersecurity** – The Company strengthened its security posture through endpoint protection, email security, regular vulnerability management, patching, and user awareness training to counter evolving cyber threats.

iii. **IT Governance & Service Delivery** – The team maintained high system uptime, supported digital business processes, and ensured compliance with internal IT governance and security standards, strengthening overall operational resilience.

Your Company is committed to technology-driven innovation and a secure, sustainable digital environment in line with long-term strategic goals.

CORPORATE SOCIAL RESPONSIBILITY

Your Company maintains an unwavering dedication to community service and human welfare. This commitment manifests through strategic partnerships with neighbouring communities via comprehensive CSR initiatives spanning Education, Health, Sports, Environment, Women Empowerment and Community Welfare.

CSR at Texmaco is rooted in compassion, inclusion, and action - making a real impact beyond business. The Company operates under a comprehensive Corporate Social Responsibility policy which is being updated from time to time in line with amendment in statutory regulations. The weblink for accessing such policy is: https://www.texmaco.in /wp-content/uploads/2024/11/CSR_POLICY_TEXRAIL.pdf

During the year under review, the Company has fulfilled its statutory CSR obligation (net) of ₹ 282.70 Lakhs comprising direct expenditure of ₹ 206.59 Lakhs on various CSR activities and transferred ₹76.13 Lakhs to the Unspent CSR Account towards long-term ongoing projects against statutory obligation of ₹ 282.70 Lakhs, in accordance with Section 135(6) of the Act. The total amount spent on CSR initiatives amounting to ₹282.72 Lakhs exceeded marginally from the statutory obligation by ₹ 0.02 Lakhs, which is available for set-off in the succeeding financial year. Your Company follows an outcomes-driven approach to CSR, focusing on measurable impact rather than mere execution of activities.

During the year under review, the Company undertook several impactful CSR initiatives aligned with the objectives specified under Schedule VII of the Companies Act, 2013. These initiatives were designed to create sustainable social impact by addressing critical needs in the areas of healthcare, nutrition, education, and sports, thereby contributing to the overall well-being and socio-economic development of communities. The major programmes undertaken during the year are summarised below:

- **Mental Health Awareness Programme:** The Company supported initiatives aimed at promoting mental health awareness and emotional well-being among school students through awareness campaigns and preventive healthcare interventions. The programme sought to encourage early awareness, reduce stigma associated with mental health issues and foster a supportive environment for overall well-being, in accordance with Schedule VII, Clause (i) relating to promoting healthcare, including preventive healthcare and mental healthcare.

- **Mid-Day Meal Programme:** The Company supported the implementation of the PM POSHAN Scheme by contributing towards the nutritional requirements of school-going children. The initiative aimed to improve the nutritional status and overall well-being of students, encourage regular school attendance and create an enabling environment for effective learning. By addressing classroom hunger and supporting educational continuity, the programme contributed to improved learning outcomes and holistic child development, in alignment with Schedule VII, Clause (i) relating to eradicating hunger, poverty and malnutrition and Clause (ii) relating to promoting education, including employment-enhancing vocational skills.

- **Promotion of Sports:** The Company supported projects/programmes for the promotion of sports and development of sports infrastructure, particularly for rural and underprivileged communities. The initiative aimed to encourage physical fitness, nurture sporting talent and create opportunities for inclusive participation in sports, in accordance with Schedule VII, Clause (vii) relating to training to promote nationally recognised sports.

- **School Infrastructure Upgradation:** The Company supported the strengthening and modernisation of educational infrastructure through improvements in school facilities and learning environments, with the objective of creating safe, inclusive and conducive spaces for quality education. As part of these initiatives, the Company also supported the installation of a renewable energy system at a school, promoting sustainable and energy-efficient educational infrastructure. These interventions reflect the Company's commitment to enhancing educational outcomes while integrating environmental sustainability into community development initiatives, in alignment with Schedule VII, Clauses (ii) and (iv) of the Companies Act, 2013, relating to promoting education, including employment-enhancing vocational skills, and ensuring environmental sustainability.

The complete Annual Report on CSR activities is provided in **Annexure A** and forms part of this Report.

GREEN INITIATIVE

Your Company remains steadfast in its commitment to minimize its carbon foot prints and continues to embrace a sustainability initiative with the aim of going green and minimising the repercussion on the environment. Your Company had already adopted the green initiative by dispatching the Annual Report, Notices, other communications, etc., through e-mail to its Shareholders, whose e-mail address are registered with relevant Depository Participants / RTA / Company. Shareholders who have not registered / updated their e-mail addresses are requested to support this initiative by registering / updating their e-mail address for receiving Annual Report, Notices, other communications, etc. through e-mail. The Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India has issued relaxations from sending printed copy of Annual Report, Notice of the Annual General Meeting ('AGM'), etc. to the Shareholders for the AGM to be held in the year 2026.

With objective of supporting the Green Initiative and in view of the above-mentioned relaxations, your Company is dispatching the Annual Report & Notice of the AGM along with other documents required to be annexed thereto to the Shareholders through e-mail at their registered e-mail address. Such documents are also available on the website of the Company at www.texmaco.in

Further, those Shareholders who have not yet registered their e-mail address are requested to follow the procedure as mentioned in the Note to the Notice calling AGM to receive the Annual Report & the Notice of the AGM and other documents relating thereto through electronic mode and to enable their participation in the AGM.

PARTICULARS OF EMPLOYEES

The number of employees as at 31st March 2026 was 1984. In terms of the provisions of Section 197(12) of the Act, read with Rules 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules is enclosed as **Annexure B** and forms part of this Report.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are enclosed as **Annexure C** and forms part of this Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Disclosures relating to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo as required under Section 134(3)(m) of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014, are enclosed as **Annexure D** and forms a part of this Report.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Meetings of the Board

During the year under review, 6 (Six) Board Meetings were held on the following dates:

- 16th May, 2025
- 13th August, 2025
- 27th August, 2025
- 11th November, 2025
- 9th February, 2026
- 31st March, 2026

Criteria for Appointment of Directors and Remuneration Policy

The Nomination and Remuneration Committee has approved the criteria to determine the appropriate characteristics, skills and experience for the Board as a whole and its individual members with the objective of having a Board of eminent qualified professionals, entrepreneurs with diverse backgrounds and experience in business, governance, education and public service. The criteria include the matrix of skills / expertise / competencies as specified by the Board for identifying individuals to serve as a Director on the Board.

Your Company has in place a well-defined Remuneration Policy for Directors, Key Managerial Personnel and other employees of the Company. The Nomination and Remuneration Committee periodically reviews the policy to ensure that it is aligned with the requirements under the applicable laws.

The policy ensures equity, fairness and consistency in rewarding the employees on the basis of performance against set of objectives. The policy is available on the Company's website. The weblink for accessing such policy is: https://www.texmaco.in /wp-content/uploads/2023/01/REMUNERATION_POLICY_TexRail.pdf

Change in Directors and Key Managerial Personnel

Re-appointments:

During the year, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors approved the re-appointment of Mr. Saroj Kumar Poddar (DIN: 00008654) as Executive Director and Chairman of the Company for a period of 5 (five) years with effect from 25th September, 2025; Mr. Indrajit Mookerjee (DIN: 01419627) as Executive Director and Vice-Chairman of the Company for a term of 1 (one) year with effect from 2nd April, 2026; Mr. Sudipta Mukherjee (DIN: 06871871) as Managing Director of the Company for a period of 5 (five) years with effect from 1st June, 2026; and Mr. Ashok Kumar Vijay (DIN: 01103278) as Executive Director of the Company for a term of 1 (one) year with effect from 1st January, 2026. All the aforesaid re-appointments were subsequently approved by the shareholders at the 27th Annual General Meeting of the Company held on 22nd September, 2025.

Appointment and Redesignations:

Subsequent to the Financial year under review, Mr. Akshay Poddar (DIN: 00008686) was designated as Co-Chairman of the Company with effect from 12th May, 2026. He continues to serve on the Board as a Non-Executive Director. The redesignation reflects his enhanced strategic leadership role and continued contribution to the Company's long-term growth and governance.

Mr Sandeep Kumar Sultania was appointed as the Company Secretary & Compliance Officer of the Company w.e.f. 1st April 2025 in place of Mr Kishor Kumar Rajgaria, who was redesignated as the CFO of the Company w.e.f. 1st April 2025.

Resignation/ Cessation:

There were no resignation/cessation of Directors and Key Managerial Personnel in the Company during the year under review.

Retire by rotation:

Mr. Akshay Poddar (DIN: 00008686), Non-Executive Director & Co-Chairman and Mr. U. V. Kamath (DIN: 00648897), Executive Director, retires by rotation at the ensuring AGM of the Company and being eligible, have offered themselves for re-appointment.

Board Evaluation

Your Company has in place a Policy for performance evaluation of the Board, Committees of the Board and individual Directors, by fixing certain criteria, duly approved by the Nomination and Remuneration Committee and adopted by the Board. The criteria for the evaluation includes their attendance, acquaintance with business, communication between Board members, effective participation, functioning as Members of the Board or Committees of the Board, domain knowledge, compliance with the Codes and vision of the Company, etc.

A structured questionnaire, which cover various aspects of the Board functioning such as Director's strength and contribution, specific duties, obligations, etc. evolved through discussions within the Board, has been used for this purpose. Further, on the basis of performance review by Independent Directors at their separate meeting held on 26th March, 2026 and recommendations of the Nomination and Remuneration Committee, a process of evaluation was followed by the Board for its own performance and that of its Committees and individual Directors. Furthermore, the evaluation of the Independent Directors was performed by the Board. The evaluation criteria comprised assessing the various parameters including oversight and effectiveness of the Board, performance of the Directors, expertise /skills /

competencies as possessed by the Directors in the context of the business of your Company, contribution to the strategic planning, etc. Based on the evaluation exercise, the Board expressed overall satisfaction with the functioning of the Board and its Committees, and the performance of individual Directors.

Further, the Board ensured that the evaluation of Directors was carried out without the participation of the Director who was subject to evaluation.

Declaration by Independent Directors

All Independent Directors of your Company have given the declaration that they meet the criteria of independence as laid down under the Act and Listing Regulations.

The Board of Directors of your Company took on record the declaration submitted by the Independent Directors after undertaking due assessment of their independence from the Management. The Independent Directors of your Company have also confirmed their registration with the Independent Directors' databank maintained by the Indian Institute of Corporate Affairs.

The Board is of the opinion that all the Independent Directors possess the requisite integrity, expertise and experience (including proficiency) to fulfil their duties to act as such.

AUDIT COMMITTEE AND AUDITORS

Composition of Audit Committee

The composition of the Audit Committee is provided in the Report on Corporate Governance as attached to this Report.

Statutory Auditors and Auditor's Report

At the 24th AGM held in the year 2022, Messrs L. B. Jha & Co. LLP, Chartered Accountants, Statutory Auditors of the Company, were appointed by the Shareholders to hold the office as such from the conclusion of 24th AGM until the conclusion of 29th AGM of the Company.

The Auditors' Report on the standalone financial statement for FY 2025-26 does not contain any qualification, reservation or adverse remark, except a qualified opinion in respect of creation of a one-time provision of ₹700 Crores from free reserves in the Standalone Financial Statements for the year ended 31st March, 2026. The Board wishes to inform the Members that Note No. 1.37 to the Standalone Financial Statements in this regard is self-explanatory i.e. contingencies for which provision has been made, would arise neither because of operational issues, nor would be attributable to identifiable individual risks or a single reportable year for which operating performance of the company is reported. Under these circumstances, it is appropriate to carve out such provision from free reserves.

Consolidated Financial Statements

In accordance with the applicable provisions of the Act read with Rules and IND-AS 110 issued by the Institute of Chartered Accountants of India, consolidated financial statements have been prepared on the basis of financial statements received from subsidiaries, associates and joint ventures as approved by its Board, forms part of this Annual Report.

The Statutory Auditors have issued qualified opinion in their report on the Consolidated Financial Statements in respect of the provision for contingencies of ₹700 Crore created from free reserves. The Board wishes to inform the Members that Note No. 1.37 to the Standalone Financial Statements is self-explanatory in this regard.

Those Charged with Governance

Pursuant to the circular dated 7th January 2026 issued by the National Financial Reporting Authority (NFRA), the Board of Directors identified Those Charged With Governance ('TCWG') to facilitate effective communication between the Statutory Auditors and Those Charged With Governance on significant audit and Financial reporting matters.

Cost Auditors

Your Company has appointed Messrs DGM & Associates, Cost Accountants, for conducting the Cost Audit for FY'26 in terms of the provisions of the Act and the Companies (Cost Records and Audit) Rules, 2014.

The Board on the recommendation of the Audit Committee, at its Meeting held on 12th May, 2026 has approved the re-appointment of Messrs DGM & Associates, Cost Accountants (Firm Registration No. 000038), as the Cost Auditors to conduct the Audit of the Cost Records of the Company for the FY'27 at a remuneration of INR 2,70,000 (Rupees Two Lakh Seventy Thousand) plus applicable taxes. The proposal for the ratification of the remuneration payable to Messrs DGM & Associates is being placed at the ensuing AGM for the approval of Shareholders.

In terms of the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, your Company is required to maintain cost records and accordingly, such accounts and records are made and maintained.

Secretarial Auditor and Auditor's Report

At the 27th AGM held in the year 2025, Messrs S. R. & Associates, Practicing Company Secretaries, Secretarial Auditors of the Company, were appointed by the Shareholders for a period of 5 (Five) years commencing from FY 2025-26 to FY 2029-30 in terms of the provisions of the Act & the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Listing Regulations.

The Secretarial Audit Report in Form MR-3 is enclosed as Annexure E and forms a part of this Report.

Whistle-Blower Policy

The details on the Whistle Blower Policy are provided in the Report on Corporate Governance as attached to this Report.

INTERNAL FINANCIAL CONTROLS AND RISK MANAGEMENT

The Company maintains a robust system of internal controls, that is appropriate for the nature and scale of its operations. The designated system ensures that all transactions are authorised, recorded and reported correctly and assets are safeguarded and protected against loss from unauthorised use or disposition. In addition, there are operational and fraud risk controls, covering the entire spectrum of internal financial controls, aligned with the size and the nature of the Company's operations.

The Board has re-appointed Deloitte Touche Tohmatsu India LLP, as the Internal Auditor of the Company for the financial year 2026-27. The Audit Committee considers and reviews the Internal Audit Report on a quarterly basis.

The Audit Committee periodically reviews the internal control system to ensure that it remains effective and aligned with the business requirements of your Company.

The Company's Risk Management objectives include monitoring and reviewing its Risk Management Plan, which involves identifying and addressing various elements of risk. The Company has established a Risk Management Policy and a comprehensive framework to mitigate potential losses from systematic issues. This Policy encompasses processes for risk assessment, identification of both internal and external risks, including cyber security risks, and outlines detailed procedures for risk evaluation and mitigation. The web link for accessing such policy is https://www.texmaco.in/wp-content/uploads/2024/11/Risk-Management-Policy.pdf

Your Company is having a Risk Management Committee ('RMC') duly constituted by the Board of Directors of the Company. The composition of the RMC is provided in the Report on Corporate Governance which forms a part of this Report.

The Risk Management Committee periodically reviews the Policy to ensure its effectiveness.

DISCLOSURES

(a) There has been no change in the nature of business of the Company during the year under review.

(b) There are no significant and material orders passed by any Regulators / Courts / Tribunals that would impact the going concern status of the Company and its future operations.

(c) There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of financial year and the date of this Report.

(d) There were no instances of fraud reported by the Auditors in the Company, during the year under review.

(e) There was no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016, during the year under review.

(f) There was no instance of One Time Settlement of loans availed from Banks/Financial Institutions, during the year under review.

(g) During the year, based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 31st March, 2026, had approved formulation of Texmaco Long Term Incentive Plan ("LTIP") Scheme 2026 for Key Executives of the Company, subject to Shareholders approval as per SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

(h) **Share Capital**

During the year, the Paid-up share capital was increased from ₹ 39,94,67,302 to ₹ 40,68,64,572 pursuant to issue of equity shares on conversion of 73,97,270 warrants on 9th October, 2025. The Paid-up share capital of the Company as at 31st March 2026 was ₹ 40,68,64,572.

For details on the changes in the Company's share capital during the year, including the allotment of equity shares pursuant to conversion of warrants, please refer to the Corporate Governance Report forming part of this Annual Report as **Annexure F**.

(I) **Deposits**

During the FY'26, the Company has not accepted any Deposit under the provisions of the Act.

(j) **Disclosures under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

Your Company has in place an Internal Complaints Committee ('ICC'), formed in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder to promote safe & healthy working environment and to redress complaints received regarding sexual harassment. The ICC meets at regular intervals.

Further, your Company has a Policy on prevention of Sexual Harassment in accordance with the said Act and Rules.

No case of sexual harassment was received or reported during the year under review.

(k) **Compliance with Secretarial Standards**

The Company has duly complied with the necessary requirements of the Secretarial Standards (SS-1 and SS-2) relating to Board Meetings and General Meetings, as issued by the Institute of Company Secretaries of India.

(l) **Compliance with The Maternity Benefit Act, 1961**

Your Company has in place a Policy on Maternity Benefit in accordance with the Maternity Benefit Act, 1961, as amended. The Company is compliant with all applicable provisions of the said Act and the rules framed thereunder and provides maternity benefits to all of its women employees.

(m) As a part of company's risk management policy, the financial risks mainly relating to changes in the exchange rates are hedged by using a combination of forward contracts, besides the natural hedges as per detail given in Note No. 1.52 of Standalone financial statement.

OTHER INFORMATION

Annual Return

The copy of the Annual Return in the prescribed format is available on the website of the Company. The weblink for accessing Annual Return is: https://www.texmaco.in/investors-relation/annual-reports/

Dividend Distribution Policy

Your Company has in place a Dividend Distribution Policy in line with the requirements of the Listing Regulations.

The web link for accessing such policy is: https://www.texmaco.in/wp-content/uploads/2023/01/Dividend_Distribution_Policy.pdf

Corporate Governance

Report on Corporate Governance pursuant to the Listing Regulations is enclosed as **Annexure F** and forms a part of this Report.

Business Responsibility & Sustainability Report

Business Responsibility & Sustainability Report pursuant to the Listing Regulations is enclosed as **Annexure G** and forms a part of this Report.

Loans, Guarantees and Investments

The details of Loans, Corporate Guarantees and Investments made during the financial year under the provisions of Section 186 of the Act have been disclosed in the financial statements of the Company.

Related Party Transactions

An omnibus approval from the Audit Committee for the financial year was obtained for the transactions which are repetitive in nature. All related party transactions were reported to and approved by the Audit Committee. The details of such transactions were also placed before the Audit Committee and the Board for their review, on a quarterly basis. During the year, there was no material related party transaction entered by the Company and as such disclosure in Form AOC-2 is not required.

All related party transactions took place during the FY'26 were entered in the ordinary course of business and on arm's length basis.

The Company has in place a policy on dealing with related party transactions and the same is disclosed on the Company's website. The web link for accessing such policy is: https://www.texmaco.in/wp-content/uploads/2025/11/Related-Party-Transactions-Policy.pdf

DIRECTORS' RESPONSIBILITY STATEMENT

[PURSUANT TO 134(3)(c) READ WITH 134 (5) OF THE COMPANIES ACT, 2013 AND SCHEDULE II PART C (A)(4)(a) OF LISTING REGULATIONS]

Your Directors state that:

(a) in the preparation of the Annual Financial Statements for the financial year ended 31st March, 2026, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) relevant accounting policies are applied consistently and the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

(c) proper and sufficient care had been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) the Annual Financial Statements of the Company have been prepared on a going concern basis;

(e) they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

(f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT

The Board wishes to place on record their appreciation for the co-operation, support and valuable services received from the employees, shareholders, banks, government agencies and all other stakeholders.

For and on behalf of the Board

Dated: 12th May, 2026
Place: Kolkata

S. K. Poddar
Chairman
DIN: 00008654

List of Enclosures of the Report of the Board of Directors

Annexure -A

Annual Report on Corporate Social Responsibility (CSR)

[Pursuant to clause (o) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. Brief outline on CSR Policy of the Company.

Texmaco's comprehensive CSR framework operates under the strategic guidance of a robust policy structure, with dedicated oversight by CSR Committee. CSR Committee was constituted and formally approved by the Board of Directors in full compliance with Section 135 of the Companies Act, 2013. The detailed CSR policy is available for stakeholder reference on the Company's official website.

Anchored by fundamental commitment to sustainable social impact, to the extent possible and within realm of applicable provisions, Company continues to demonstrate excellence in corporate citizenship. During the reporting period, Texmaco has strengthened its community engagement initiatives, reinforcing its dedication to meaningful social transformation through strategic interventions and measurable outcomes, wherever possible.

2. Composition of CSR Committee:

Sl. No.	Name of Directors	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Indrajit Mookerjee, Executive Director	Chairman	1	1
2.	Mr. Utsav Parekh, Independent Director	Member	1	1
3.	Mr. A.K. Vijay, Executive Director	Member	1	1

3. Web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

   The weblink for accessing the composition of CSR Committee is:

   https://www.texmaco.in/wp-content/uploads/2024/04/TexRail_Committee_Composition.pdf

   The weblink for accessing CSR Policy & projects approved by the Board is:

   https://www.texmaco.in/wp-content/uploads/2024/11/CSR_POLICY_TEXRAIL.pdf

4. Executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: **N.A.**

5. (a) Average net profit of the company as per section 135(5) – ₹ **14,263.52 Lakhs**

   (b) Two percent of average net profit of the company as per section 135(5) – ₹ **285.27 Lakhs**

   (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years- **NIL**

   (d) Amount required to be set-off for the financial year, if any – ₹ **2.57 Lakhs**

   (e) Total CSR obligation for the financial year (b+c-d) – ₹ **282.70 Lakhs**

6. (a) Amount spent on CSR projects (both ongoing project and other than ongoing project): ₹ **206.59 Lakhs**

(b) Amount spent in Administrative Overheads – **NIL***

(c) Amount spent on Impact Assessment, if applicable – **NIL**

(d) Total amount spent for the Financial Year (a+b+c)– ₹ **206.59 Lakhs**

(e) CSR amount spent or Unspent for the Financial Year–

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6). (in ₹)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 206.59 Lakhs	₹ 76.13 Lakhs @	30.04.2026	N.A.		

Administrative overheads incurred for long-term ongoing projects stands transferred to Unspent CSR Account for long-term ongoing projects and shall be spent accordingly.
@on account of long-term ongoing project (including excess amount of ₹ 0.02 Lakhs).

(f) Excess amount for set-off, if any –

Sl. No.	Particular	Amount (` in lakhs)
i	Two percent of average net profit of the company as per section 135(5)	285.27
ii	Set-off of excess contribution made in earlier financial year	2.57
iii	Net obligation for the Financial Year [(i) - (ii)]	282.70
iv	Total amount spent for the Financial Year	282.72*
v	Excess amount spent for the financial year [(iv)-(iii)]	0.02
vi	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
vii	Amount available for set off in succeeding financial years [(v)-(vi)]	0.02

**including 76.13 Lakhs transferred to Unspent CSR Account (which also includes excess amount of ₹ 0.02 Lakhs).*

7. Details of Unspent CSR amount for the preceding three financial years: **on account of ongoing project**

(1)	(2)	(3)	(4)	(5)	(6)		(7)	(8)
Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (₹ in lakhs)	Balance Amount in Unspent CSR Account under section 135 (6) (₹ in lakhs)	Amount spent in the Financial Year (₹in lakhs)	Amount transferred to a fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any.		Amount remaining to be spent in succeeding Financial Years. (in ₹)	Deficiency, if any
					Amount (₹ in lakhs)	Date of transfer		
1	2024-25	58.5 Lakh	6.86* Lakh	51.64 Lakh	**Nil**	**Nil**	6.86 Lakh*	N.A

**Unspent CSR account balance for FY 2024-25 of ₹6.86 lakhs does not include Interest earned (amounting to ₹1.88 Lakhs (exclusing TDS of ₹ 0.19 Lakhs) on temporary deployment of unspent CSR funds earmarked for ongoing projects which has been credited to Unspent CSR Account making overall balance being ₹ 8.74 Lakhs. This amount shall be utilized in accordance with Section 135 of the Companies Act, 2013 and the Companies (CSR Policy) Rules, 2014.*

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **No**

If Yes, enter the number of Capital assets created/ acquired: **NA**

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset (s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
(1)	(2)	(3)	(4)	(5)		(6)	
NIL							

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) of the Act.

During the FY'26, the Company had spent ₹206.59 Lakhs on various CSR projects. The unspent balance of ₹76.13 Lakhs is towards ongoing projects and has been transferred to unspent CSR Account on 30th April, 2026 which will be spent in accordance with the provisions of the Act.

S. K. Poddar
Chairman

Indrajit Mookerjee
Chairman of CSR Committee

Dated: 12th May, 2026
Place: Kolkata

ANNEXURE - B

[Particulars of employees under Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

(1) Name	(2) Designation	(3) Age (Years)	(4) Remuneration (₹)	(5) Qualifications	(6) Experience (Years)	(7) Date of Commencement of Employment	(8) Previous Employment
Top Ten Employees in terms of Remuneration drawn / Employed throughout the year / part of the year and in receipt of remuneration aggregating ₹ 1,02,00,000 or more per annum / ₹8,50,000 or more per month							
1. Mr. Saroj Kumar Poddar	Executive Chairman	80	5,60,75,048	B. Com (Hons)	57	01-01-2006	Poddar Heritage Investments Limited
2. Mr. Udyavar Vittal Kamath	Executive Director	61	3,73,69,733	B.E. (Electrical)	39	01-04-2017 (on Merger of Bright power into the Company)	Square Automation
3. Mr. Sudipta Mukherjee	Managing Director	51	2,43,16,123	Postgraduate in Management	28	01-06-2023	Titagarh Rail Systems Limited
4. Mr. Indrajit Mookerjee	Executive Director & Vice Chairman	78	2,26,02,400	B. Tech (Hons)	54	02-04-2020	Lorch Welding Products Private Limited
5. Mr. Damodar Hazarimal Kela	Corporate Advisor	85	2,09,31,200	B.E. (Metallurgy)	60	14-11-2000	Hindusthan Engineering & Industries Limited
6. Mr. Ashok Kumar Vijay	Executive Director	73	1,28,28,734	CA, CS	49	17-10-2001	Hindusthan Engineering & Industries Limited
7. Mr. Kishor Kumar Rajgaria	Chief Financial Officer	56	1,11,34,266	CA, CS, CMA	33	10-11-2022	Institute of Management Technologies (IMT)
8. Mr. Kuntal Das Gupta	Chief Business Officer – GSS & Component Business	55	1,10,42,619	PGBM, B.E. (Mechanical)	34	27-09-2024	International Combustion-Bauer IC India Limited
9. Mr. Amit Kumar Singh	Chief Marketing Officer	45	1,10,27,326	MBA (Marketing), B.E. (Mechanical)	24	28-05-2024	Perfect Techno Consultants Pvt. Limited
10. Mr. Avijit Mitra	Chief Executive Officer - Steel Foundry	59	1,09,51,257	Mechanical Engineer, Foundry Technology	34	19-10-2021	Ashok Iron Works Pvt. Ltd.

Notes:

1. *Remuneration as shown above includes Salary, House Rent Allowance, LTA, Medical Benefits, Bonus, Contribution to Provident Fund, Superannuation Fund, etc. as per the Company's rules;*
2. *Mr. Akshay Poddar and Mr. Saroj Kumar Poddar are related to each other as son and father respectively;*
3. *Employees named above are Whole-time / contractual employees of the Company;*
4. *Except Mr. Saroj Kumar Poddar, none of the employees mentioned above holds more than 2% of the Equity Shares of the Company along with their spouse and dependent children;*
5. *Other terms and conditions as per the Company's rules;*
6. *The foregoing details pertain to the top ten employees of the Company who were in receipt of remuneration exceeding ₹1,02,00,000 during the financial year 2025-26. The details of other employees who were in receipt of remuneration exceeding ₹1,02,00,000 during the said financial year may be obtained from the Company Secretary of the Company by submitting a request via email at texrail_cs@texmaco.in.*

For and on behalf of the Board

S.K. Poddar
Chairman
DIN : 00008654

Dated: 12th May, 2026
Place: Kolkata

ANNEXURE - C

[Disclosure relating to remuneration as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

a. The ratio of remuneration of each of the Directors and Key Managerial Personnel to the median remuneration of the employees of the Company for the financial year ended 31st March 2026 is as below:

Sl. No.	Name of Directors/KMP	Designation	Ratio of Remuneration to Median Remuneration of all the employees	Increase in remuneration over previous Financial Year (in%)
1.	Mr. S. K. Poddar	Executive Chairman	144:1	14.55
2.	Mr. Indrajit Mookerjee	Executive Director & Vice Chairman	58:1	27.36
3.	Mr. Sudipta Mukherjee	Managing Director	62:1	20.47
4.	Mr. U.V. Kamath	Executive Director	95:1	NA#
5.	Mr. A. K. Vijay	Executive Director	33:1	11.79
6.	Mr. Utsav Parekh	Independent Director	4:1	N.A. (Sitting Fees & Commission was paid in terms of the provisions of the Act)
7.	Mr. P. S. Bhattacharyya	Independent Director	3:1	
8.	Mr. Virendra Sinha	Independent Director	4:1	
9.	Ms. Rusha Mitra	Independent Director	3:1	
10.	Mr. Hemant Bangur	Independent Director	4:1	
11.	Mr. Marco Philippus Ardeshir Wadia	Independent Director	2:1	
12.	Mr. Akshay Poddar^	Non-executive & Non-Independent Director	-	-
13.	Mr K.K. Rajgaria	Chief Financial Officer	29:1	NA*
14.	Mr. S.K. Sultania	Company Secretary	25:1	NA*

#The change in remuneration during the current year is not comparable with previous year due to the inclusion of arrears relating to prior periods in the remuneration paid during the previous year.

**Appointed w.e.f. 1st April, 2025.*

^Mr. Akshay Poddar has waived the remuneration for FY 2025-26.

**Since the above-mentioned changes in KMPs took place during the financial year 2025-26, therefore, figures regarding % increase is not comparable with previous year.*

b. The percentage increase/(decrease) in the median remuneration of employees in the financial year ended March 2026 0.35%

c. The number of permanent employees on the Company as at 31st March, 2026: 1984

d. Median Remuneration and Average Remuneration of all employees have increased/(decreased) by: 0.35% and 11.92% respectively.

In order to ensure that remuneration reflects Company's performance, variable pay is linked to organization and business unit's performance, apart from individual performance.

e. The remuneration of the Directors, KMP and other employees is in accordance with the Remuneration Policy of the Company. The same can be accessed on the website of the Company at the link: https://www.texmaco.in/wp-content/uploads/2023/01/REMUNERATION_POLICY_TexRail.pdf

For and on behalf of the Board

S.K. Poddar
Chairman
DIN: 00008654

Dated: 12th May, 2026
Place: Kolkata

ANNEXURE - D

[Information as per Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014]

(A) Conservation of energy -

(a) The steps taken or impact on conservation of energy: The Company has converted SlipRing Motor to Induction Motor with Radio Remote Control for power savings and operational efficiency.

- Traverser trolley has been converted from diesel operated to electrically operated and integrated with a VFD and radio remote control for energy savings.
- High Mast Tower LED lighting system installed for illumination efficiency and power savings.
- Transparent sheets installed on the roof of shop floor to allow usage of natural light during day time resulting in energy savings.

(b) The steps taken by the Company for utilising alternate sources of energy: The Company has made significant progress in adopting renewable energy solutions:

- Ongoing transition toward renewable energy sources with planned solar power installations at manufacturing units.

These initiatives demonstrate the Company's dedication to environmental stewardship while reducing operational costs through sustainable energy practices.

(c) The capital investment on energy conservation equipments:

- Installed Converted from HT OCB to HT VCB with micro-processor control for enhanced safety and protection.
- CNC Brake Press Machine installed for enhanced operational efficiency.
- Implemented robotic welding process to reduce power consumption and reduce pollution.
- Existing 75 HP shunting engine has been replaced with a new 400 HP shunting engine for operational efficiency.
- Existing PILC cable system has been converted into XLPE cable for safety and electrical reliability.

(B) Technology Absorption

i. Efforts towards technology absorption and benefits derived

The Company continued technology absorption through its DSIR-recognized in-house R&D Centre, focusing on product development, process improvement, digitalisation, automation, and engineering innovation. These initiatives enhanced product quality and performance, reduced manufacturing costs, improved operational efficiency, accelerated development cycles, expanded export opportunities, and reduced import dependence.

ii. Initiatives taken by the Company towards Research and Development:

The Company strengthened its R&D and operations through:

- Product Development – New couplers, wagon systems, and locomotive/coach components developed for railway, mining, and export markets (Australia, Africa, North America, Europe, India), including pilot supplies to European customers.
- Engineering & Quality – Advanced casting techniques and metallurgical improvements enhanced product durability, wear resistance, and cost efficiency, while reducing defects.
- Process Optimization – Sand reclamation and manufacturing improvements cut material waste and boosted productivity.
- R&D & Digital Infrastructure – Upgraded testing/QA capabilities (SCADA-integrated furnaces, 3D scanning, barcode traceability) and progressed toward NABL accreditation and AAR approval at Raipur.

Overall, these initiatives drove product innovation, export growth, and improved operational efficiency.

iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): N.A.

iv. Expenditure incurred on Research and Development: NIL

(C) Foreign exchange earnings ₹ 146.68 Crores and outgo ₹ 333.88 Crores

For and on behalf of the Board

S. K. Poddar
Chairman
DIN: 00008654

Dated: 12th May, 2026
Place: Kolkata

ANNEXURE - E

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2026

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
Texmaco Rail & Engineering Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TEXMACO RAIL & ENGINEERING LIMITED** (hereinafter called the 'Company'). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2026 complied with the statutory provisions listed hereunder and also that the Company has maintained proper Board-processes and Compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined books, papers, minute books, forms and returns filed and other records maintained by **TEXMACO RAIL & ENGINEERING LIMITED** for the financial year ended on 31st March, 2026 according to the provisions of the following, in so far as they are applicable to the Company:

1. The Companies Act, 2013 ('the Act') (to the extent applicable) and the rules made thereunder;
2. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing;
5. The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
   d) The Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulations, 2021;
   e) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
6. The following other laws specially applicable to the Company:-
   a) Factories Act, 1948 read with Rules;
   b) Industrial Dispute Act, 1947 read with Rules;
   c) Environment (Protection) Act, 1986 read with Rules.

We have also examined compliance with the applicable Clauses/ Regulations of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India;

(ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above.

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors that took place during the period under review except for the re-appointment of Shri Ashok Kumar Vijay as an Executive Director of the company with effect from 1st January, 2026. Shri Indrajit Mookerjee was also re-appointed as the Executive Director and Vice Chairman of the Company, with effect from 2nd April, 2026.

- Further to note that during the year under review, Shri Saroj Kumar Poddar was re-appointed as the Executive Director and Chairman of the Company, for a period of 5 (Five) years with effect from 25th September, 2025 and Shri Sudipta Mukherjee was re-appointed as the Managing Director of the Company, with effect from 1st June, 2026.

- During the year under review, Shri Kishor Kumar Rajgaria was appointed as the Chief Financial Officer (CFO) of the Company with effect from 1st April, 2025 consequent to the resignation of Shri Hemant Bhuwania from the position of Chief Financial Officer (CFO).

- Further, Mr. Sandeep Kumar Sultania was appointed as the Company Secretary of the Company with effect from 1st April, 2025 consequent to the resignation of Mr. Kishor Kumar Rajgaria from the position of Company Secretary with effect from 31st March, 2025.

- During the year under review, the authorised share capital of the Company increased pursuant to Consolidation of the Authorised Share Capital of the amalgamating Company Texmaco West Rail Limited with that of the Company consequent to sanction of the Scheme of Amalgamation by the Hon'ble NCLT.

- During the year under review, the paid-up share capital of the Company was increased from ₹ 39,94,67,302/- to ₹40,68,64,572/- upon issue of equity shares pursuant to the conversion of Convertible warrants.

- During the year, the Company entered into a Joint Venture Agreement with Rail Vikas Nigam Limited (RVNL) for incorporation and operation of a joint venture company, pursuant to the approval of the Board of Directors.

- Adequate notice is given to all directors to schedule the Board Meetings, Agenda and detailed Notes on Agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the Meeting and for meaningful participation at the Meeting.

- Unanimously/ majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

We further report that during the year under review, the Hon'ble National Company Law Tribunal (NCLT) has approved the Scheme of Amalgamation under Sections 230 to 232 of the Companies Act, 2013, vide its order dated 4th August, 2025 for the amalgamation of Texmaco West Rail Limited with Texmaco Rail and Engineering Limited.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **S R & Associates**
Company Secretaries

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 of Number: 12007WB599800
Peer Review Cert No : 2444/2022
UDIN: F007040H000341385

Place : Kolkata
Dated : 12th May, 2026

Note: This report is to be read with Annexure which forms an integral part of this report.

Annexure

To
The Members
Texmaco Rail & Engineering Limited

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **S R & Associates**
Company Secretaries

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 of Number: 12007WB599800
Peer Review Cert No : 2444/2022
UDIN: F007040H000341385

Place : Kolkata
Dated : 12th May, 2026

ANNEXURE - F

Report on Corporate Governance

1. Company's philosophy on Code of Governance: -

The core values of the Company's Corporate Governance are transparency, professionalism, accountability, customer focus, teamwork, quality, fairness and social responsibility.

Your Company is committed to fulfil these objectives and enhance the wealth generating capacity, keeping in mind the long-term interest of the stakeholders. The Company believes in adopting and adhering to the best Corporate Governance practices and continuously benchmarking itself against the best practices in the industry.

2. Board of Directors: -

The Company's Board of Directors ('Board') holds a fiduciary duty towards the stakeholders. Your Company's Board comprises 12 (twelve) Directors, representing the optimum mix of professionalism and knowledge with diverse experience and in compliance with the provisions of the Companies Act, 2013 ('Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). 6 (Six) Directors of the current strength of the Board are Independent Directors as on 31^{st} March 2026. The category of Directors, number of Directorships in other companies including the name of listed entities and their category thereof and the number of Committees in which such Director is a Chairman or Member are mentioned below: -

Name of the Directors	Category of Directorship	No. of Directorships in other Companies[**]	Name of other listed entities where the person is a Director and the category of directorship		No. of Chairpersonship/ Membership of Board Committees in Companies[^^]	
			Name	Category	Chairperson	Member
Mr S. K. Poddar[+] (DIN: 00008654)	Executive Director & Chairman - Promoter	12	Chambal Fertilisers and Chemicals Limited	Non-Executive Non-Independent Director-Chairman	-	-
			Zuari Agro Chemicals Limited	Non-Executive Non-Independent Director-Chairman		
			Zuari Industries Limited	Non-Executive Non-Independent Director-Chairman		
			Paradeep Phosphates Ltd	Non-Executive Non Independent Director-Chairman		
Mr Indrajit Mookerjee (DIN: 01419627)	Executive Director & Vice - Chairman	7	-	-	-	-
Mr Sudipta Mukherjee (DIN: 06871871)	Managing Director	5	-	-	-	2
Mr P. S. Bhattacharyya (DIN:00329479)	Independent	8	Ramkrishna Forgings Limited	Independent Director	2	3
			Mcnally Bharat Engg Co. Ltd.	Independent Director-Chairman		
Mr Utsav Parekh (DIN: 00027642)	Independent	12	Nexome Capital Markets Limited	Non-Executive Non-Independent Director-Chairman	3	9
			Spencer's Retail Limited	Independent Director		
			Eveready Industries India Ltd.	Non-Executive Non-Independent Director		

Name of the Directors	Category of Directorship	No. of Directorships in other Companies**	Name of other listed entities where the person is a Director and the category of directorship		No. of Chairpersonship/ Membership of Board Committees in Companies ^^	
			Name	Category	Chairperson	Member
			Jay Shree Tea & Industries Limited	Independent Director		
			Firstsource Solutions Limited	Independent Director		
			XPRO India Limited	Non-Executive Non-Independent Director		
Mr Virendra Sinha (DIN: 03113274)	Independent	3	Electrosteel Castings Limited	Independent Director	1	2
			Andhra Paper Limited	Independent Director		
Ms Rusha Mitra (DIN: 08402204)	Independent	8	Harrisons Malayalam Ltd	Independent Director	3	6
			Lux Industries Limited	Independent Director		
			GKW Ltd	Independent Director		
			Naga Dhunseri Group Ltd.	Independent Director		
			Quest Capital Markets Limited	Independent Director		
Mr Hemant Bangur (DIN: 00040903)	Independent	12	Gloster Limited	Managing Director - Chairman	1	4
			Shri Vasuprada Plantations Limited	Non-Executive Non-Independent Director-Chairman		
			The Phosphate Co. Limited	Non-Executive Non-Independent Director		
			The Cochin Malabar Estates and Industries Limited	Non-Executive Non-Independent Director		
Mr Marco Ph. A. Wadia (DIN: 00244357)	Independent	7	Paradeep Phosphates Ltd	Independent Director	-	-
Mr Akshay Poddar+ (DIN: 00008686)	Non-executive Non-Independent - Promoter	19	Texmaco Infrastructure & Holdings Limited	Non-Executive Non-Independent Director-Chairman	1	2
			Adventz Securities Enterprises Limited	Non-Executive Non-Independent Director		
			Zuari Agro Chemicals Limited	Non-Executive Non-Independent Director		
			Paradeep Phosphates Limited	Non-Executive Non-Independent Director		
			Zuari Industries Limited	Non-Executive Non-Independent Director		
Mr U. V. Kamath (DIN: 00648897)	Executive	-	-	-	-	-
Mr A. K. Vijay (DIN: 01103278)	Executive	3	-	-	-	1

+ *Mr. Akshay Poddar and Mr. Saroj Kumar Poddar are related to each other as son and father respectively.*
** *Excluding Foreign Companies.*
^^ *Membership / Chairpersonship in Audit Committee and Stakeholders Relationship Committee, including those in the Company.*

No Director of the Company was a member of more than 10 (ten) committees or Chairperson of more than 5 (five) committees across the Public / Listed companies in which he / she was a Director as on 31st March 2026. For the purpose of determination of limit, chairpersonship and membership of the Audit Committee and the Stakeholders Relationship Committee had been considered. Further, the chairpersonship in the said committee(s) is also considered as the membership as disclosed in the Report.

The attendance of the Directors at the Board Meeting and at the last Annual General Meeting held during the FY'26 are given below: -

Name of the Directors	Board Meeting Dates						AGM Date
	16th May 2025	13th August 2025	27th August 2025	11th November 2025	9th February 2026	31st March 2026	22nd September 2025
Mr. S. K. Poddar (Chairman)	√	√	√	√	√	√	√
Mr. Utsav Parekh	√	√	√	√	√	√	√
Mr. Akshay Poddar	√	√	√	√	√	×	√
Mr. U. V. Kamath	√	√	×	√	√	√	√
Mr. A. K. Vijay	√	√	√	√	√	√	√
Mr. Indrajit Mookerjee	√	√	√	√	√	√	√
Mr. Sudipta Mukherjee	√	√	√	√	√	√	√
Mr. Virendra Sinha	√	√	√	√	√	√	√
Ms. Rusha Mitra	√	√	√	×	√	√	√
Mr. P. S. Bhattacharyya	√	×	√	√	√	√	√
Mr. Hemant Bangur	√	√	√	√	√	√	×
Mr. Marco Ph. A. Wadia	√	√	×	√	×	√	√

Skills/expertise/competencies identified by the Board

The skills/expertise/competencies identified by the Board as required in the context of its business(es) and the sector(s) it operates into are as follows: -

1. **Strategic Planning:** Your Company strives to achieve a competitive advantage in the market based on its strategic planning and research activities.

2. **Sales & Marketing:** Your Company's overall sales performance has remarkably improved over the last few years. With regular market study and emphasis on consumerism, your Company seeks to achieve long-term marketing synergies.

3. **Technology:** With a drive to enhance the technical base and modify the existing ones, your Company is well equipped to set new benchmarks against the advanced technology available in the market.

4. **Financial:** The Directors of your Company possess vast experience in handling financial management along with an understanding of accounting and financial statements to ensure that the Company can achieve proficiency in managing complex financial systems.

5. **Governance:** Your Company strives to adopt best business practices in the sectors it operates into and in maintaining transparency with the shareholders. Practicing good Corporate Governance has been your Company's backbone and a marked accolade.

6. **Global Presence:** With ever-increasing competition, your Company is drawing new heights in the international arenas as well. With a view to become a global leader, your Company has tied-up with the global players to expand the reach of its product portfolio worldwide.

Director's Area of Expertise: All the Directors on the Board possess most of the skills/ expertise/ competencies identified, however their area of core expertise is given as below:

Name of the Directors	Areas of expertise					
	Strategic Planning	Sales & Marketing	Technology	Financial	Governance	Global Presence
Mr. S. K. Poddar (Chairman)	√	√	√	√	√	√
Mr. Utsav Parekh	√	√		√	√	√
Mr. Virendra Sinha	√	√		√	√	√
Ms. Rusha Mitra	√				√	√
Mr. Akshay Poddar	√	√	√	√	√	√
Mr. Indrajit Mookerjee	√	√	√		√	√
Mr. Sudipta Mukherjee	√	√	√		√	√
Mr. U. V. Kamath	√	√	√		√	
Mr. A. K. Vijay	√	√		√	√	√
Mr. P. S. Bhattacharyya	√	√		√	√	
Mr. Hemant Bangur	√			√	√	
Mr. Marco Ph. A. Wadia	√				√	√

3. Audit Committee

The role of the Audit Committee of the Company inter-alia includes oversight of the financial reporting process including its quality and integrity; review of controls and financial statements; monitoring of legal and regulatory compliances; review of the auditors' independence and the performance of Company's internal audit function.

Terms of Reference and Composition

The terms of reference of the Committee cover the matters specified for the Audit Committee under Section 177 of the Act and the Listing Regulations.

The Audit Committee comprises 4 (Four) Directors. The Company Secretary of the Company acts as the Secretary to the Audit Committee. During the FY'26, the Committee met 4 (four) times. The details of the Meetings of the Audit Committee and the attendance of the Directors at the Meetings held during the financial year are given below:

Name & Category of the Directors	Meeting Dates			
	16th May 2025	11th August 2025	11th November 2025	9th February 2026
Mr. Utsav Parekh, Chairman, Independent	√	√	√	√
Mr. Indrajit Mookerjee*, Executive	√	√	NA	NA
Mr. Sudipta Mukherjee+, Executive	NA	NA	√	√
Mr. Virendra Sinha, Independent	√	√	√	√
Mr. Hemant Bangur, Independent	√	√	√	√

* *Ceased w.e.f. 13.08.2025*
\+ *Appointed w.e.f. 13.08.2025*

4. Nomination and Remuneration Committee

The role of the Nomination and Remuneration Committee of the Company inter-alia includes review & evaluation of the Company's nomination process and to assist the Board in identifying, screening & reviewing individuals qualified to serve as Directors and KMPs. The Committee is also responsible for formulating and finalizing the criteria and terms for the evaluation of the performance of the Board, its Committees, and individual Directors.

The Committee acting as the 'Compensation Committee' has also been assigned the responsibility for administering the Long Term Incentive Scheme of the Company.

Terms of Reference and Composition

The terms of reference of the Committee cover the matters specified for the Nomination and Remuneration Committee under Section 178 of the Act and the Listing Regulations. The Nomination and Remuneration Committee comprises of 3 (three) Directors. During the FY'26, the Committee met 4 (four) times. The details of the Meetings of the Nomination and Remuneration Committee and the attendance of the Directors at the Meetings held during the financial year are given below:

Name & Category of the Directors	Meeting Dates			
	15th May 2025	11th August 2025	8th November 2025	20th March 2026
Mr Utsav Parekh, *Chairperson, Independent*	√	√	√	√
Mr Akshay Poddar, *Non-Executive & Non-Independent*	√	√	√	√
Mr P. S. Bhattacharyya, *Independent*	√	√	√	√

Remuneration of Directors

The Remuneration of Executive Directors is fixed by the Board as recommended by the Nomination and Remuneration Committee and approved by the Shareholders' at the General Meeting. Non-executive Directors are eligible for sitting fee and a commission not exceeding 1% of the net profits of the Company for each financial year, with a ceiling of ₹ 5,00,000/- per annum on commission for each such Director. The sitting fee for attending the Board Meeting, Audit Committee Meeting is ₹ 60,000/- each and the sitting fee for attending the other Committee/Sub-committee Meeting is ₹35,000/- each as approved by the Board.

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees is available on the website of the Company. The Web link for accessing such policy is: https://www.texmaco.in/wp-content/uploads/2023/01/REMUNERATION_POLICY_TexRail.pdf

The details of the remuneration paid to the Directors during the financial year 2025-26 are given below:

i) **Non-executive Directors**

Name of the Directors	Sitting Fee for the year (₹)	Commission for the year# (₹)	Total (₹)	No. of Equity Shares held in the Company
Mr. Utsav Parekh	8,35,000	8,00,000	16,35,000	-
Mr. Virendra Sinha	7,30,000	8,00,000	15,30,000	-
Ms. Rusha Mitra	3,70,000	8,00,000	11,70,000	-
Mr. Akshay Poddar*	-	-	-	14,820
Mr. P. S. Bhattacharyya	4,75,000	8,00,000	12,75,000	-
Mr. Hemant Bangur	6,35,000	7,63,014	13,98,014	-
Mr. Marco Ph. A. Wadia	2,75,000	5,75,616	8,50,616	-

Includes arrear commission @₹ 3,00,000 per annum relating to FY 2024-25, approved after the financial statements of that year had been closed.

* *Mr. Akshay Poddar has waived off the sitting fees and commission for the FY'2025-26.*

ii) Executive Directors

Name of the Directors	Designation	Salary (Rs.)	Perquisites and Allowances^ (Rs.)	Retirement Benefits (Rs.)	Total
Mr. S. K. Poddar	Executive Chairman	4,11,66,720	1,49,08,328	As per Company's Rules	5,60,75,048
Mr. Indrajit Mookerjee	Executive Director & Vice Chairman	1,14,24,000	1,11,78,400		2,26,02,400
Mr. Sudipta Mukherjee	Managing Director	75,60,000	1,67,56,123		2,43,16,123
Mr. A. K. Vijay	Executive Director	71,54,400	56,74,334		1,28,28,734
Mr. U. V. Kamath	Executive Director	76,99,992	2,96,69,741		3,73,69,733

^ *Perquisites and Allowances include Performance / Variable Pay, House Rent Allowance, LTA, Medical Benefits, Contribution to P.F., Superannuation Fund, Ex-gratia, etc.*

5. Stakeholders Relationship Committee

The role of the Stakeholders Relationship Committee inter-alia includes overseeing various aspects of interest of stakeholders and redressal of shareholders' / investors' grievances & complaints.

Terms of Reference and Composition

The terms of reference of the Committee cover the matters specified for the Stakeholders Relationship Committee under Section 178 of the Act and the Listing Regulations.

The Stakeholders Relationship Committee comprises 4 (four) Directors. During the FY'26, the Committee met once. The detail of the Meeting of the Stakeholders Relationship Committee and the attendance of the Directors at the Meeting held during the financial year are given below:

Name & Category of the Directors	Meeting Date 6th February 2026
Mr Akshay Poddar, *Chairman, Non-Executive & Non-Independent*	√
Mr A. K. Vijay, *Executive*	√
Ms Rusha Mitra, *Independent*	√
Mr Sudipta Mukherjee, *Executive*	√

Mr. Sandeep Kumar Sultania, Company Secretary is the Compliance Officer of the Company.

The grievances received are dealt by the Registrar & Share Transfer Agent / Compliance Officer / Stakeholders Relationship Committee of the Company.

All the grievances received from the Shareholders are redressed within the stipulated time. Shareholders are requested to maintain their updated telephone / mobile number and email address with their respective Depository Participants or the Company's Registrar & Share Transfer Agent, as the case may be, to facilitate prompt redressal. During the FY'26, 1 (One) complaint was received from the Shareholders, which was resolved within the stipulated time period.

The Company has periodically submitted Investor Grievance Report pursuant to the Listing Regulations to the Stock Exchanges where the shares of the Company are listed.

The Company has in place a policy on redressal of Investor Grievances.

There was no request for transfer or transmission of Equity Shares of the Company pending at the closure of the financial year.

6. Corporate Social Responsibility Committee

The role of the Corporate Social Responsibility ('CSR') Committee inter-alia includes the overall responsibility for identifying the areas of CSR activities, ascertaining and recommending the amount of CSR expenditure to be incurred on the identified CSR activities, formulating and monitoring the CSR policy from time to time and overseeing implementation of the CSR activities / programs of the Company. The Company has in place a policy on CSR.

Terms of Reference and Composition

The terms of reference of the Committee cover the matters specified for the CSR Committee under Section 135 of the Act.

The CSR Committee comprises 3 (three) Directors. During the FY'26, the Committee met 1 (one) time. The detail of the Meeting of the CSR Committee and the attendance of the Directors at the Meeting held during the financial year are given below:

Name & Category of the Directors	Meeting Dates
	31st March, 2026
Mr Indrajit Mookerjee, *Chairperson, Executive*	√
Mr. Utsav Parekh, *Independent*	√
Mr A. K. Vijay, *Executive*	√

7. Risk Management Committee:

The role of the Risk Management Committee ('RMC') inter-alia includes managing the integrated risk and to assist the Board in developing, implementing & monitoring the risk management plan / framework and policy for the Company. The Company has in place a Risk Management Policy.

Terms of Reference and Composition

The terms of reference of the Committee cover the matters as identified under the Act and the Listing Regulations.

The RMC comprises 3 (three) Directors. During the FY'26, the RMC met 2 (two) times. The details of the Meeting of RMC and the attendance of the Directors at the Meeting held during the financial year are given below:

Name & Category of the Directors	Meeting Dates	
	10th October, 2025	31th October, 2025
Mr Virendra Sinha, *Chairperson, Independent*	√	√
Mr Indrajit Mookerjee, *Executive*	√	√
Mr Sudipta Mukherjee, *Executive*	√	√

The Board had accepted all the recommendations made by its committees during the period under review.

8. Independent Directors

During the FY'26, a separate Meeting of the Independent Directors of the Company was held on 26th March, 2026. All the Independent Directors attended the Meeting. The matters discussed at the Independent Directors Meeting, inter-alia, included the evaluation of the performance of Board, Board level Committees and Non-Independent Directors including the Chairman of the Company. Details of Performance evaluation of Independent Directors are mentioned in the Report of the Board of Directors.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and the Listing Regulations. In the opinion of the Board and on due assessment, the Independent Directors fulfil the conditions of independence as specified in the Act and the Listing Regulations.

9. Senior Management

During the year under review, Mr. K. K. Rajgaria was re-designated as the Chief Financial Officer ('CFO') of the Company w.e.f. 1st April, 2025 in place of Mr. Hemant Bhuwania who had resigned from the position of CFO w.e.f. close of business on 31st March, 2025. Further, Mr. Sandeep Kumar Sultania was appointed as the Company Secretary & Compliance Officer of the Company in place of Mr. K. K. Rajgaria w.e.f. 1st April, 2025.

As on 31st March, 2026, Mr. Avijit Mitra, Chief Executive Officer (Steel Foundry), Mr. K. K. Rajgaria, Chief Financial Officer and Mr. Sandeep Kumar Sultania, Company Secretary are the Senior Management Personnel of the Company.

10. Induction & Training of Board Members

To provide insight into the Company's operations and the roles and responsibilities of Independent Director, the Company periodically familiarises its Independent Directors through various presentations, briefings, meetings, etc.

The Company has in place a mechanism to familiarize its Independent Directors about the Company, its operations, the product portfolio, the industry and business structure of the Company and its subsidiaries / associate. The programme is periodically reviewed from time to time to keep it aligned with the changes in the relevant statutory provisions.

The details of programmes aimed to provide insights into the Company for familiarisation of Independent Directors with the Company, including their duties in the Company and related matters are available on the website of the Company. The web link for accessing such information is: https://www.texmaco.in/wp-content/uploads/2023/01/FPFID.pdf

11. Whistle Blower Policy

The Company believes in promoting ethical behaviour and accordingly, there is a mechanism for reporting unethical behaviour, actual or suspected fraud or violation against the Company's Code of Conduct. The objective of the policy is to provide adequate safeguard measures against victimization. The Company has a Whistle Blower Policy under which the employees are free to report any such grievances to Mr. Sandeep Kumar Sultania, Company Secretary & Compliance Officer of the Company, who has been appointed as the Nodal Officer for this purpose. In appropriate cases, employees may also report to the Chairman of the Audit Committee. No personnel was denied access to the Audit Committee of the Company. During the year under review, no cases were reported under this head.

The Policy is also placed on the website of the Company. The web link for accessing such policy is: https://www.texmaco.in/wp-content/uploads/ 2023/01/Whistle-Blower-Policy.pdf

12. Internal Control System

The Internal Control System of the Company is aimed at proper utilization and safeguarding of the Company's resources and to promote operational efficiency. The Internal Auditors of the Company as a part of their audit process periodically carry out a system & process audit to ensure timely redressal of preventive controls. The findings of the Internal Audit and consequent corrective actions initiated and implemented from time to time are placed before the Audit Committee for its review. The Audit Committee monitors the adequacy of the Internal Control System and the summary of the audit findings.

13. Policy on Material Subsidiary

The Company has a policy to determine its material subsidiary. The policy is also placed on the website of the Company. The web link for accessing such policy:- https://www.texmaco.in/wpcontent/uploads/2023/01/Annexure-10.pdf

The Company recognised Texmaco West Rail Limited (Formerly known as Jindal Rail Infrastructure Limited) as material subsidiary which got merged during the year under review pursuant to NCLT order.

14. Related Party Transactions

During the year under review, all related party transactions entered into by the Company, were approved by the Audit Committee and were at arm's length and in the ordinary course of business. Prior omnibus approval was obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and on an arm's length basis.

In line with the requirements of the Act and the Listing Regulations, the Company has in place a Policy on Related Party Transactions.

This Policy is also placed on the website of the Company. The web link for accessing such policy is: https://www.texmaco.in/wp-content/uploads/2025/11/Related-Party-Transactions-Policy.pdf

15. General Body Meetings

Details of the Annual General Meeting (AGM) held in the last three years are given below:

Financial Year	Date and time of the AGM	No. of Special Resolutions approved at the AGM	Venue
2024-25	22nd September 2025 at 2:30 p.m.	5	Held through Video Conferencing/ Other Audio Visual Means. The deemed venue of the Meeting was the Registered Office of the Company at Belgharia, Kolkata– 700 056
2023-24	25th September 2024 at 2:00 p.m.	-	
2022-23	25th September 2023 at 1:00 p.m.	-	

Whether Special Resolutions

A. Were put through postal ballot last year -Yes

During the FY'26, the Company had put the following Special Resolutions for approval by the Members Vide Postal Ballot Notices dated 9th February, 2026 and 31st March, 2026 respectively.

I. Postal Ballot Notice dated 9th February, 2026

(i) Variation in the Objects relating to utilization of funds from Preferential Issue.

The cut-off date for voting rights was 6th March, 2026. The process of postal ballot through electronic mode was completed on 13th April, 2026 and the Company had submitted the results of the postal ballot to the stock exchanges viz: BSE Limited and National Stock Exchange of India Ltd. on 15th April, 2026.

In terms of provisions of the Act and Listing Regulations read with the circulars issued by the Ministry of Corporate Affairs, the Company had sent the Notice to the members in electronic form only and had extended only the remote e-voting facility to its members, enabling them to cast their votes electronically instead of submitting the Postal Ballot Forms.

The Board of Directors of the Company had appointed Mr Niraj Agrawal, Practicing Chartered Accountant (Membership No. 060313) as the Scrutinizer to conduct the process of the postal ballot in a fair and transparent manner.

All the above mentioned Resolutions have been duly approved by the Members of the Company with the requisite majority. The details of voting pattern of the postal ballot are as under:

Postal Ballot Notice Nos. as mentioned above	Resolution Nos. as mentioned above	For / Against	Total No. of Members who voted	Total No. of Shares for which valid votes casted	Percentage of votes to the total no. of valid votes
I	(i)	Voted in favour	535	24,85,11,886	99.15
	(ii)	Voted against	86	21,40,981	0.85

B. Are proposed to be conducted through postal ballot – Yes

I. Postal Ballot Notice dated 31st March, 2026:

(i) Approval of Texmaco Long Term Incentive Plan ("LTIP") Scheme 2026.

The cut-off date for voting rights was 17th April, 2026. The process of postal ballot through electronic mode would be completed on 24th May, 2026 and the Company shall submit the results of the postal ballot to the stock exchanges viz: BSE Limited and National Stock Exchange of India Ltd. by 26th May, 2026.

16. Disclosures

During the year under review, there are no materially significant related party transactions that may have potential conflict with the interest of the Company at large. Transactions carried out with the related parties are disclosed in Note No. 1.41 to the Standalone Audited Financial Statements.

There were no strictures or penalties imposed either by the Securities and Exchange Board of India or the Stock Exchanges or any other Statutory Authorities for non-compliance of any matter related to the Capital Market during the last three years.

The Company does not classify as "Large Corporate" as on 31st March 2026 as per the criteria specified in the SEBI circular no. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/172 dated 19th October, 2023.

Management Discussion and Analysis Report forms part of the Annual Report.

Further, the disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is mentioned in the Report of the Board of Directors.

17. Reconciliation of Share Capital Audit Report

The practicing Chartered Accountant carried out the Quarterly Share Capital Audit to reconcile the total shares in physical form and dematerialised Equity Share Capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) with the total issued and listed Equity Share Capital. The audit confirms that the total issued / paid up Equity Share Capital of the Company is in agreement with the total number of Equity Shares in physical form and total number of Equity Shares in dematerialised form held with NSDL and CDSL.

18. Means of Communication

The Financial Results as taken on record and approved by the Board of Directors of the Company are published generally in English and Vernacular newspapers namely The Financial Express and Aajkaal. These results are sent immediately to the Stock Exchanges on which the Equity Shares of the Company are listed. These results are also posted on the Company's website www.texmaco.in.

The Press releases as issued from time to time are also sent to the Stock Exchanges for wider dissemination and are also posted on the Company's website www.texmaco.in.

19. General Shareholder Information

AGM : Date, Time & Venue	**Friday, 18th September 2026 at 1:00 p.m. (IST)** **The AGM will be conducted through Video Conferencing/ Other Audio Visual Means. The venue of the Meeting shall be deemed to be the Registered Office of the Company at Belgharia, Kolkata 700056.**
Financial Calendar (Tentative)	1st April 2026 to 31st March 2027 First Quarter Results – Second week of August 2026. Second Quarter Results – Second week of November 2026 Third Quarter Results – Second week of February 2027 Results for the year ending 31st March 2027 - By last week of May 2027
Date of Book Closure	**Saturday, 12th September 2026 to Friday, 18th September 2026 (both days inclusive).**
Dividend Payment Date	Within 30 days from the date of declaration.
Listing on Stock Exchanges	**1. National Stock Exchange of India Ltd.,** Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 **2. BSE Limited,** P.J. Towers, Dalal Street, Mumbai – 400 001 The Company has paid listing fees for the period 1st April 2026 to 31st March 2027.
CIN of the Company	L29261WB1998PLC087404
Demat ISIN No. for NSDL/CDSL	INE 621L01012
Credit Ratings obtained by the Company	The Company has obtained Credit Rating from CARE Ratings Limited with respect to the bank facilities which are as follows:

Sl. No.	Instrument Type	Rating/Outlook
1	Long-term Bank Facilities	CARE A (RWD)
2	Short-term Bank Facilities	CARE A1 (RWD)
3	Long-term / Short-term Bank Facilities	CARE A / CARE A1 (RWD)

Registrar & Share Transfer Agent (RTA)	M/s. KFin Technologies Limited Selenium Tower B, Plot No.31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500032	**Toll Free No.: 1800 309 4001** E-mail: einward.ris@kfintech.com Website: https://www.kfintech.com/

Share Transfer System

In terms of the Listing Regulations, as amended from time to time, transfer, transmission and transposition of Securities shall be effected only in dematerialised form. Further, in terms of SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the Company shall issue shares in demat form while processing service requests for transmission, issue of duplicate certificates, transposition, renewal, splitting, consolidation of share certificate, etc.

Distribution of Shareholding as on 31st March 2026

No. of Equity Shares	No. of Folios	%	No. of Equity Shares	%
1-5,000	3,81,810	99.11	9,28,58,219	22.82
5,001- 10,000	1958	0.51	1,41,87,211	3.49
10,001- 20,000	840	0.22	1,20,18,380	2.95
20,001- 30,000	228	0.06	56,81,424	1.40
30,001- 40,000	102	0.03	36,17,133	0.89
40,001- 50,000	56	0.01	25,95,963	0.64
50,001- 1,00,000	126	0.03	89,83,465	2.21
1,00,001 & Above	113	0.03	26,69,22,777	65.60
Grand Total	**3,85,233**	**100.00**	**40,68,64,572**	**100.00**

Shareholding Pattern as on 31st March, 2026

Category	No. of Equity Shares	%
Promoters	19,66,86,552	48.34%
Banks, Insurance Cos., and FIs	27,02,043	0.66%
Mutual Funds	1,93,34,395	4.75%
NRI /OCB/FIIs	3,89,37,886	9.57%
Bodies Corporate	1,32,98,959	3.27%
Indian Public	12,58,40,835	30.93%
Others	1,00,63,902	2.47%
Total	**40,68,64,572**	**100.00%**

Preferential Issue of Convertible Warrants

During the FY'25, the Company had issued and allotted 77,72,020 convertible warrants (warrants convertible into equity shares) at a price of ₹193/- each by way of preferential issue upon receipt of payment of 25% of the consideration of the Warrants, i.e. ₹37.5 crore (approx.) on 12th April 2024.

During the FY'26, upon receipt of balance consideration on 9th October, 2025, 73,97,270 warrants were converted into equity shares of ₹1 each at a premium of ₹192/- per share. Since, Samena Green Limited did not exercise the remaining warrants, i.e. 3,74,750 ("Remaining Warrants"), the remaining warrants lapsed, and the subscription amount paid towards the Remaining warrants, i.e. ₹1.80 Crores was forfeited. As a result, the issued, subscribed and paid up capital of the company presently stands at ₹40,68,64,572 divided into 40,68,64,572 equity shares of ₹1/- each.

The Postal Ballot Notice in respect of the aforesaid allotment of warrants and details of allotment of equity shares pursuant to conversion of warrants is available on the website of the Company at www.texmaco.in.

There is no deviation or variation in the use of proceeds raised from the above issue from the objects as stated in the offer document / postal ballot notice and amendments thereof as approved by shareholders.

The funds were originally raised for the object of Capital expenditure for expansion of capacity by adding new manufacturing facilities for Rolling Stock and Rolling Stock components (including castings), at Paradip, Odisha, & Kolkata / Howrah, West Bengal. The object was subsequently changed to funding the working capital requirements of the Company, pursuant to approval of shareholders by way of Special Resolution passed through postal ballot on 13th April, 2026.

The details of the utilisation of funds raised by the Company through Qualified Institutions Placement & Preferential Issue for the purpose stated in the Postal Ballot Notice including amendment thereof, as applicable, are mentioned below:

(i) Qualified Institutions Placement [₹ 750 crore]: The funds raised by way of Qualified Institutions Placement of equity shares amounting to ₹750 crores (approx.) have been fully utilised during the year towards funding capital expenditure requirements of the Company, repayment or prepayment of outstanding borrowings, Funding working capital requirements of the Company and General Corporate purpose.

(ii) Preferential Issue of convertible warrants

Particulars	Amount (₹ in crore)
Gross Proceeds	142.77
Less: Issue Expenses	-
Net Proceeds	**142.77**
Utilisation:	
Capital Expenditure	4.34
General Corporate Purpose	-
Total Utilisation (as on 31st March, 2026)	**4.34**

Details of Unclaimed Equity Shares

In terms of the Listing Regulations, the details relating to the unclaimed equity shares lying in the Texmaco Rail Rights Unclaimed Suspense Demat Account with respect to the Rights Issue are provided below:

Sl. No.	Particulars	No. of cases	No. of Equity shares
1.	aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	9	507
2.	number of shareholders who approached listed entity for transfer of shares from suspense account during the year;	-	-
3.	number of shareholders to whom shares were transferred from suspense account during the year;	-	-
4.	aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year;	9	507
5.	that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.	Yes	

Dematerialisation of Equity Shares as on 31st March, 2026 and Liquidity

The Company's Equity Shares are compulsorily traded in dematerialised form and are available for trading on both the Stock Exchanges in India – NSE and BSE. 40,64,31,826 Equity Shares of the Company representing 99.89 % of the Company's Equity Share Capital are in the dematerialised form on NSDL and CDSL as on 31st March 2026.

As per circulars issued by SEBI from time to time, it is mandatory for holders of physical securities to furnish PAN, KYC and Nomination/Opt-out of Nomination details before getting any investor service request processed. Security holders holding securities in physical form, whose folio(s) do not have PAN, KYC or Nomination/Opt-out of Nomination, shall be eligible for dividend in respect of such folio(s), only through electronic mode with effect from 1st April 2024 upon furnishing of all the aforesaid details. Members may refer to the FAQs provided by SEBI in this regard, for investor awareness, on its website at https://www.sebi.gov.in/sebi_data/faqfiles/jan-2026/1767611333081.pdf.

Online Dispute Resolution Portal

SEBI vide its Circulars issued from time to time had expanded the scope of investor complaints by establishing a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to the SEBI Circulars, post exhausting the options to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login). The Company has provided its members the facility to opt for online conciliation and arbitration for the resolution of disputes arising in the Indian Securities Market in compliance with SEBI circulars.

Statutory Auditors

During the FY'26, the Company and its subsidiaries had paid fees of ₹ 63.15 Lakhs on consolidated basis to Messrs L. B. Jha & Co. LLP, the Statutory Auditors and its network firms.

Code of Conduct and Ethics and Insider Trading

The Company has adopted a Code of Conduct and Ethics (Code) for the Board and Senior Management Personnel of the Company. The essence of the Code is to conduct the business of the Company in an honest, fair and ethical manner, in compliance with the applicable laws and in a way that excludes considerations for personal advantage.

All Directors and Senior Management Personnel have affirmed compliance with the Code and a declaration to this effect, signed by the Managing Director, is attached to this report.

The Company has also adopted the Code in accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, prohibiting Insider Trading in the Equity Shares of the Company. Further, the Trading Window of the Company remains closed during Unpublished Price Sensitive Information (UPSI) periods.

Location of the Plants

The Company's Plants are located at Belgharia, Agarpara and Sodepur in Dist. 24-Parganas (North), West Bengal, Urla, Dist. Raipur, Chhattisgarh and at Karjan, Gujarat.

Address for Correspondence	Shareholders may contact: **Mr Sandeep Kumar Sultania, Company Secretary & Compliance Officer** at the Registered Office of the Company for any assistance. Telephone No: (033) 2569-1500 E-mail : sksultania@texmaco.in Note: Shareholders holding Equity Shares in Electronic mode should address all their correspondence concerning their respective Depository Participants directly with them.

Investor Education and Protection Fund (IEPF)

Information under Sections 124 and 125 of the Companies, Act 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as specified thereunder in respect of Unclaimed Dividend, when due for transfer to the said Fund, is given below:

Financial year ended	Date of declaration of Dividend	Last date for claiming Unpaid Dividend
31.03.2025	22.09.2025	24.10.2032
31.03.2024	28.10.2024	28.10.2031
31.03.2023	25.09.2023	01.11.2030
31.03.2022	30.09.2022	02.11.2029
31.03.2021	24.09.2021	25.10.2028
31.03.2020	30.09.2020	04.11.2027
31.03.2019	09.09.2019	14.10.2026

Further, the IEPF Rules mandate the transfer of Equity Shares of Shareholders whose dividends remain unpaid / unclaimed for a continuous period of 7 (seven) years to the Demat Account of IEPF Authority. Communications are being sent to the concerned Shareholders advising them to write to RTA or to the Company to claim the unclaimed dividend.

During the year under review, the unclaimed dividend for the Financial Year ended 31st March 2018 and the corresponding equity shares were transferred to the IEPF Authority in compliance with the applicable provisions of Sections 124 and 125 of the Companies Act, 2013 and the IEPF Rules.

Members whose Equity Shares and/or Unclaimed Dividends have been transferred to the IEPF Authority may claim the same as per the procedure prescribed under the IEPF Rules, by making an online application in Form IEPF-5 available on www.iepf.gov.in. The said procedure is also available on the Company's website, www.texmaco.in. Members may contact the Company's Registrar and Share Transfer Agent, M/s KFin Technologies Limited, for further assistance.

Secretarial Compliance Report:

Messrs. S. R. & Associates, Practicing Company Secretaries and the Secretarial Auditor of the Company has submitted the Secretarial Compliance Report for the year ended 31st March 2026 to the Company, in terms of the Listing Regulations.

20. Adoption of mandatory and non-mandatory requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has complied with the applicable mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub - regulation (2) of Regulation 46 under the Listing Regulations and has adopted the following non-mandatory requirements:

(i) The Board:

The Company is headed by the Executive Chairman.

(ii) Shareholder Rights:

The official news release and other related information, if any, are displayed on the website of the Company. These are not sent individually to the Shareholders.

(iii) Modified / Unmodified opinion(s) in audit report:

The Statutory Auditors have issued a qualified opinion (modified audit report) in their Audit Report for FY ended 31st March, 2026. The qualification forming part of the Audit Report along with management response thereto are appropriately disclosed in the Annual Report of the Company.

(iv) Separation of office of the Chairperson and the Managing Director or Chief Executive Officer:

The Company has appointed separate persons to the post of the Chairperson and the Managing Director, such that the Chairperson is not related to the Managing Director as per the definition of the term "relative" defined under the Act.

(v) Reporting of Internal Auditor:

The Internal Auditor may report directly to the Audit Committee as and when required.

(vi) Independent Directors:

The Company had a separate meeting of Independent Directors and all Independent Directors attended the Meeting.

(vii) Risk Management Committee:

The Company has a duly constituted Risk Management Committee.

(viii) Archival Policy:

The Company has adopted an Archival Policy for preservation and archival of documents and disclosures in accordance with the applicable regulatory requirements. The policy is available on the Company's website at the following link: https://www.texmaco.in/wp-content/uploads/2026/02/Policy-for-Preservation-of-Documents-Archival.pdf

(ix) Weblink of documents on Company's Website:

The applicable statutory documents and policies of the Company are available on its official website at www.texmaco.in

21. Certificate from Practicing Company Secretary

A Certificate from Messrs. S. R. & Associates, Practicing Company Secretaries, has been obtained confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such Statutory Authority.

The aforementioned certificate is attached to this Report.

22. MD / EDs and CFO Certification

The Managing Director, Executive Directors and the CFO of the Company have given a certificate to the Board confirming the correctness of the Financial Statements and adequacy of the internal control measures in terms of the Listing Regulations, which is attached to this Report.

23. Retirement of Director by rotation and re-appointment

Mr. U V Kamath, Executive Director and Mr. Akshay Poddar, Non-executive Director of the Company are due for retirement by rotation and are eligible for re-appointment at the ensuing AGM. The Board has recommended the re-appointments of Mr. Kamath and Mr. Poddar as the Directors of the Company subject to the approval of the shareholders of the Company.

Brief particulars regarding Mr. U V Kamath and Mr. Akshay Poddar are given in the Notice calling AGM of the Company.

Declaration by the Managing Director

To
The Members
Texmaco Rail & Engineering Limited

In compliance with the requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the Corporate Governance, we confirm that, on the basis of confirmations / declarations received, all the Directors and Senior Management Personnel of the Company have complied with the Code of Conduct and Ethics as adopted by the Board of Directors of the Company.

For **Texmaco Rail & Engineering Limited**

Place: Kolkata
Dated: 12th May 2026

Sudipta Mukherjee
Managing Director

MD / EDs and CFO Certification

We certify that:

a. we have reviewed Financial Statements and Cash Flow Statements for the year ended 31st March 2026 and that to the best of our knowledge and belief:

   (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.

b. there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct;

c. we accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. During the year, we have not come across any reportable instances relating to deficiencies in design or operation of such internal controls;

d. we have indicated to the Auditors and the Audit Committee:

   (1) that there are no significant changes in internal control over financial reporting during the year;

   (2) that there are no significant changes in accounting policies during the year; and

   (3) that there are no instances of significant fraud of which we have become aware.

For **Texmaco Rail & Engineering Limited**

Indrajit Mookerjee	**Sudipta Mukherjee**	**U. V. Kamath**	**A. K. Vijay**	**K. K. Rajgaria**
Executive Director & Vice Chairman	Managing Director	Executive Director	Executive Director	CFO
DIN: 01419627	DIN: 06871871	DIN: 00648897	DIN: 01103278	

Place: Kolkata
Dated: 12th May 2026

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members
Texmaco Rail & Engineering Limited
Belgharia, Kolkata-700056

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s Texmaco Rail & Engineering Limited** having CIN : L29261WB1998PLC087404 and having registered office at Belgharia Kolkata-700056 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications [including Directors Identification Number (DIN) status at the portal www.mca.gov.in] as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31st March 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sl. No.	Name of Directors	DIN	Date of appointment in the Company
1.	S. K. Poddar	00008654	25-09-2010
2.	Rusha Mitra	08402204	17-02-2021
3.	Utsav Parekh	00027642	04-09-2018
4.	Virendra Sinha	03113274	17-02-2021
5.	P. S. Bhattacharyya	00329479	01-01-2022
6.	Indrajit Mookerjee	01419627	09-09-2019
7.	Sudipta Mukherjee	06871871	01-06-2023
8.	Akshay Poddar	00008686	02-09-2011
9.	A. K. Vijay	01103278	01-01-2015
10.	U. V. Kamath	00648897	01-02-2024
11.	Hemant Bangur	00040903	16-05-2024
12.	Marco Ph. A. Wadia	00244357	30-12-2024

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on the basis of our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **S R & Associates**
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 of Number: 12007WB599800
UDIN: F007040H000341539

Place : Kolkata
Date: 12th May 2026

Auditor's Certificate on Corporate Governance

To
The Members
Texmaco Rail & Engineering Limited

1. We, L. B. Jha & Co. LLP, Chartered Accountants, the Statutory Auditors of Texmaco Rail & Engineering Limited ('the Company'), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March 2026 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para–C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

Management's Responsibility: -

2. The compliance of the conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility: -

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

4. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion: -

7. In our opinion, and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

8. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **L.B. Jha & Co. LLP,**
Chartered Accountants
(Firm Registration number: 301088E / E300295)

(Ranjan Singh)
Partner
(Membership number: 305423)
UDIN: 26305423TWHXRH1920

Place: Kolkata
Date: 12th May 2026

Annexure - G

Business Responsibility & Sustainability Reporting

SECTION A: GENERAL DISCLOSURES

I. Details

1.	Corporate Identity Number (CIN) of the Listed Entity	L29261WB1998PLC087404
2.	Name of the Listed Entity	Texmaco Rail & Engineering Limited
3.	Year of incorporation	1998
4.	Registered office address	Belgharia, Kolkata – 700 056
5.	Corporate address	Belgharia, Kolkata – 700 056
6.	E-mail	texrail_cs@texmaco.in
7.	Telephone	033 2569 1500
8.	Website	www.texmaco.in
9.	Financial year for which reporting is being done	1st April 2025 to 31st March 2026
10.	Name of the Stock Exchange (s) where shares are listed	BSE Limited National Stock Exchange Limited
11.	Paid-up Capital (INR)	₹ 40,68,64,572
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Sandeep Kumar Sultania Company Secretary & Compliance Officer Contact No. 033 2569 1500 E-mail: texrail_cs@texmaco.in
13.	Reporting boundary-Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Standalone Basis*
14.	Whether the Company has undertaken reasonable assurance of the BRSR Core?	NA
15.	Name of the assurance provider	NA
16.	Type of assurance obtained	NA

**Includes Texmaco West Rail Limited (formerly a subsidiary of the company), which has been amalgamated with the Company during the year pursuant to the NCLT Order dated 4th August, 2025.*

II. Product/Services

17. Details of business activities *(accounting for 90% of the Turnover):*

S.No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Freight Car	Railway Freight Cars, Loco Components and Loco Shells, and Steel Castings.	78.08
2	Infra Rail, Green Energy & Electrical	EPC contracts for Execution of Railway Track, Signaling & Telecommunication Projects, Rail Electrification & Automatic Fare Collection, Hydro-mechanical Equipment Industrial Structure's and Steel Girders for Bridges.	21.92

18. Products/ Services sold by the entity *(accounting for 90% of the entity's Turnover):*

S.No.	Product / Service	NIC Code	% of total Turnover contribute
1	Railway Freight Cars, Loco Components and Loco Shells, and Steel Castings.	302	78.08
2	EPC contracts for Execution of Railway Track, Signaling & Telecommunication Projects, Rail Electrification & Automatic Fare Collection, Hydro-mechanical Equipment Industrial Structure's and Steel Girders for Bridges.	439	21.92

III. Operations

19. Number of locations where plants and/ or operations / offices of the entity are situated:

Location	Number of Plants	Number of Offices	Total
National	5	5	10
International	-	1	1

20. Markets served by the entity:

a. Number of Locations

Locations	Number
National (No. of States)	23
International (No. of Countries)	20

b. What is the contribution of exports as a percentage of the total turnover of the entity? **3.36%**

c. A brief on types of customers: **Government, B2B. Other clients are private companies, including foreign companies, in various sectors and industries.**

IV. Employees

21. Details as at the end of Financial Year 2025-2026:

a. Employees and workers (including differently abled)

S.No.	Particulars	Total (A)	Male		Female	
			No. (B)	%	No. (C)	%(C/A)
	EMPLOYEES					
1.	Permanent (D)	1133	1085	95.76	48	4.23
2.	Other than Permanent (E)	105	105	100	-	-
3.	**Total Employees (D+E)**	**1238**	**1190**	**96.12**	**48**	**3.87**
	WORKERS					
4.	Permanent (F)	746	743	99.59	3	0.4
5.	Other than Permanent (G)	5101	5066	99.31	35	0.68
6.	**Total Workers (F+G)**	**5847**	**5809**	**99.35**	**38**	**0.65**

b. Differently abled Employees and workers

S.No.	Particulars	Total (A)	Male		Female	
			No. (B)	%	No. (C)	%(C/A)
	DIFFERENTLY ABLED EMPLOYEES					
1.	Permanent (D)	3	3	100	-	-
2.	Other than Permanent (E)	-	-	-	-	-
3.	**Total Differently abled Employees (D+E)**	**3**	**3**	**100**	**-**	**-**
	DIFFERENTLY ABLED WORKERS					
4.	Permanent (F)	-	-	-	-	-
5.	Other than Permanent (G)	1	1	100	-	-
6.	**Total Differently abled Workers (F+G)**	**1**	**1**	**100**	**-**	**-**

22. Participation/ Inclusion/ Representation of women

	Total (A)	No. and percentage of Female	
		No. (B)	% (B/A)
Board of Directors*	12	1^	8.33
Key Management Personnel#	2	-	-

**Includes Executive Directors*
#Includes CFO and Company Secretary
^1 (one) woman independent director.

23. Turnover rate of permanent employee and workers

	Turnover rate of FY' 2025-2026(%)			Turnover rate of FY' 2024-2025 (%)			Turnover rate of FY' 2023-2024 (%)		
	Male	**Female**	**Total**	**Male**	**Female**	**Total**	**Male**	**Female**	**Total**
Permanent Employees	16.47	12.5	16.32	15.54	0.56	15.78	8.62	15.15	13.87
Permanent Workers	11.04	-	10.99	6.58	-	6.58	6.55	-	4.17

V. Holding, Subsidiary and Associate Companies (including Joint Ventures)

24. Names of holding / subsidiary / joint ventures

S.No.	Name of the holding / subsidiary / joint ventures (A)	Indicate whether holding / subsidiary / associate / joint venture	% of shares held by listed entity	Does the entity indicated at column A, participated in the Business Responsibility Initiatives of the listed entity? (Yes/no)
1.	Texmaco Nymwag Rail & Components Private Limited *(Formerly known as Belur Engineering Private Limited)*	Subsidiary	51	No
2.	Texmaco Transtrak Private Limited	Subsidiary	51	No
3.	Texmaco Rail Systems Private Limited	Subsidiary	51	No
4.	Saira Asia Interiors Private Limited	Subsidiary	51	No
5.	Texmaco Defence Technologies Limited *(Formerly known as Texmaco Rail Electrification Limited)*	Subsidiary	100	No
6.	Belgharia Engineering Udyog Private Limited	Subsidiary	100	No
7.	Texmaco Middle East DMCC	Subsidiary	100	No
8.	Panihati Engineering Udyog Private Limited*	Associate	48	No
9.	Touax Texmaco Railcar Leasing Private Limited	Joint Venture	50	No
10.	Wabtec Texmaco Rail Private Limited	Joint Venture	40	No

**Ceased to be a Subsidiary of the Company and was accordingly classified as an Associate during the year.*

VI. CSR Details

25. (i) Whether CSR is applicable as per Section 135 of Companies Act, 2013: **Yes**

(ii) Turnover (in ₹): **4371.40 Crores**

(iii) Net Worth (in ₹): **2312.01 Crores**

VII. Transparency and Disclosure Compliances

26. Complaints / Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom compliant is received	Grievance Redressal Mechanism in place (Yes/No) (if yes, then provide web- link for grievance redress policy)	FY' 2025-2026			FY' 2024-2025		
		Number of Complaints filed during the year	Number of Complaints pending resolution at close of the year	Remarks	Number of Complaints filed during the year	Number of Complaints pending resolution at close of the year	Remarks
Communities	Yes Relevant policies can be accessed at www.texmaco.in	Nil	Nil	NA	Nil	Nil	NA
Investors (other than shareholders)		Nil	Nil	NA	Nil	Nil	NA
Shareholders		1	Nil	NA	132	Nil	NA
Employees and workers		Nil	Nil	NA	Nil	Nil	NA
Customers		Nil	Nil	NA	Nil	Nil	NA
Value Chain Partners		Nil	Nil	NA	Nil	Nil	NA
Other (please specify)		Nil	Nil	NA	Nil	Nil	NA

27 Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format: -

S.No.	Material Issue Identified	Indicate Risk/ Opportunity (R/O)	Rationale for identifying the Risk/Opportunity	In case of Risk, approach to adapt or mitigate	Financial Implication of the Risk or opportunity (Indicate positive/ negative implication)
1	Occupational Health & Safety	Risk	The operations of the Company require employees to work with heavy machinery, material handling equipment, all of which carry risk of injury. Failure to protect workers from occupational hazards can result in legal and financial claims against the Company. By prioritizing the well-being of all employees and workers, the Company can enhance its employer brand value.	Employees and workers are provided with safety protocols, training, and preventive measures to protect its workforce, minimize risks, and ensure a safe working environment. Plants are ISO 45001 standard certified.	Negative: Failure to effectively manage occupational health and safety risks may result in workplace accidents, regulatory penalties, legal liabilities and operational disruptions, adversely impacting the Company's profitability and financial performance.
2	Energy efficiency and energy management	Risk	Since the operations are highly energy intensive increase in production leads to high energy consumption. Resorting to more energy efficient measures including adoption of non-conventional and renewable energy options would help the Company to reduce cost of operations in the long run.	The Company is monitoring its energy consumption and taking measures to improve energy intensity and to explore renewable power systems.	Negative: Failure to optimize energy consumption may lead to reduced operational efficiency, and higher compliance costs, adversely affecting the Company's financial performance.
3	Waste Management & Circularity	Risk	The Company's manufacturing operations generate various types of industrial waste, including metal scrap, foundry waste, hazardous waste, and packaging waste. Adopting circular economy practices can improve resource efficiency, reduce waste generation, and enhance operational sustainability.	The Company ensures responsible disposal of waste through agencies authorized by the West Bengal Pollution Control Board. To promote resource efficiency and circularity, an oil filtration process has been implemented for hydraulic and transformer oils used in operations, enabling their reuse while maintaining the required quality and performance standards.	Negative: Failure to effectively manage waste may lead to increased waste disposal and raw material costs, regulatory penalties, operational inefficiencies, and reputational risks, adversely affecting the Company's profitability and long-term financial performance.
4	Government's increased focus on infrastructure development especially rail infrastructure	Opportunity	The Government continues its focus on investments in rail infrastructure, with the objective of reducing logistics cost, in line with the global benchmarks. The Railways Industry will see investments growing. The GOI is also focusing on reducing carbon footprint, which will result in more freight on rails and also increase in urban mobility through metro, light metro etc. The Company foresees positive impact of these initiatives on is operations. Also with new logistics policy and endeavors of GOI, the Company expects sharp spurt in opportunities and corresponding benefits.	NA	Positive: Increased government investments in rail infrastructure and sustainable mobility initiatives may drive higher order inflows, revenue growth, improved capacity utilization, and enhanced long-term profitability for the Company.
5	Talent Attraction and Retention	Opportunity	Company that offers a positive work environment by providing work life balance and opportunities for professional growth is more likely to attract top talent in the industry. This can give the Company a competitive advantage, as it will have a skilled and motivated workforce that can help drive innovation and growth.	NA	Positive: Effective talent attraction and retention strategies may strengthen organizational capabilities, improve operational efficiency, and contribute to long-term revenue growth and financial performance.
6	Corporate Governance and Regulatory Compliance	Risk	Corporate governance or regulatory issues can negatively impact the investor confidence, long-term business continuity and value creation.	We have taken various measures to enhance our Governance practices and ensuring regulatory compliances.	Negative: Inadequate governance practices and regulatory breaches may lead to financial losses, increased legal and compliance costs, reputational risks, and diminished shareholder value.

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping business demonstrate the structure, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy /policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the policies, if available	Certain policies are restricted for internal use and are accessible only to employees. Some policies are a combination of internal documents and those disclosed publicly on the Company's website : www.texmaco.in								
2. Whether the entity has translated the policy into procedures. (Yes/No)	YES								
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	YES								
4. Name of the national and international codes/ certifications/ labels/ standards (e.g. Forest Stewardship council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	QMS: ISO: 9001:2025 OHSAS: ISO 45001: 2018 EMS: ISO 14001: 2015 ISO 3834-2 :2021 EN 15085-2: 2023 ASME BPVC -2026 (U Stamping) ISO/TS 22163 :2017								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	**Environment:** ● Improve energy efficiency across manufacturing facilities through process optimization and adoption of energy-efficient technologies ● Increase the use of renewable and cleaner sources of energy across operations ● Reduce greenhouse gas emissions through operational improvements and low-carbon initiatives ● Continue to strengthen water stewardship by enhancing water conservation, recycling, and reuse practices ● Promote circular economy principles through responsible resource utilization, waste minimization, and increased material recovery ● Enhance environmental compliance and continuously improve environmental management systems across all facilities ● Strengthen climate resilience by identifying and managing climate-related risks and opportunities ● Promote sustainable procurement by encouraging environmentally responsible practices across the supply chain **Social:** ● Foster a safe and healthy workplace by strengthening occupational health and safety practices across all operations ● Promote diversity, equity, and inclusion by creating an equitable and inclusive work environment ● Strengthen employee engagement and well-being through initiatives that support physical, mental, and financial wellness ● Uphold human rights and fair labour practices across operations and the value chain ● Build a skilled workforce by investing in talent attraction, retention, and career development ● Contribute to community development through initiatives focused on education, healthcare, skill development, and livelihood enhancement ● Enhance stakeholder engagement to better understand and address the expectations of employees, customers, suppliers, and local communities								

	Governance: ● Strengthen corporate governance practices through transparency, accountability, and ethical decision-making ● Maintain a robust compliance framework to ensure adherence to applicable laws, regulations, and industry standards ● Embed ESG considerations into business strategy, enterprise risk management, and decision-making processes ● Strengthen risk management practices to improve business resilience and long-term value creation ● Improve the quality, transparency, and timeliness of ESG disclosures in line with evolving stakeholder expectations and reporting frameworks
6. Performance of the entity against the specific commitments, goals and targets along with reasons in case the same are not met.	**Environment:** ● 18% reduction in energy intensity compared to FY 2024-25 ● Improved water use efficiency, resulting in an 8% reduction in water intensity compared to FY 2024-25 ● Strengthened climate-related disclosures by reporting Scope 1 and Scope 2 greenhouse gas emissions in FY 2025-26, compared to no disclosure in the previous year ● 10% reduction in waste intensity compared to FY 2024-25 **Social:** ● Achieved 100% health insurance coverage for all eligible employees ● Significantly strengthened occupational health and safety awareness, with health and safety training coverage increasing from 38% in FY 2024-25 to 82% in FY 25-26 for employees and from 43% in FY 2024-25 to 79% in FY 25-26 for workers. ● Enhanced workforce capabilities through focused learning and development initiatives, with skill upgradation training coverage increasing from 46% in FY 2024-25 to 73% in FY 25-26 for employees and from 16% in FY 2024-25 to 73% in FY 25-26 for workers. ● Strengthened the Company's commitment to human rights by increasing human rights training coverage from 61% in FY 2024-25 to 87% in FY 25-26 for employees and from 44% in FY 2024-25 to 87% in FY 25-26 for workers. **Governance:** ● Strengthened Board-level oversight of ESG matters through periodic review of sustainability-related risks, opportunities, and disclosures by the Board and the Risk Management Committee ● Maintained a strong ethical governance culture with no reported cases of corruption, bribery, conflict of interest, or regulatory penalties during the reporting year ● Strengthened governance awareness by providing 100% coverage of Board members and Key Managerial Personnel through governance-related training on regulatory updates, business ethics, strategy, and Code of Conduct ● Enhanced governance mechanisms through continuous internal monitoring of business responsibility policies and regular policy reviews to align with evolving regulatory requirements

Governance, leadership and oversight	
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements.	The Board of Directors of the Company endorses responsible business practices to face ESG related challenges and are committed towards continuous improvement in business operations catering sustainability. Manufacturing industry has inherent environmental risks. The Company is focusing on optimizing resource consumption and maintains equitable development in and around its plant locations. The Company has also implemented a range of initiatives for its employee health and safety, fostering inclusive and diverse workplaces, ensuring fair labour practices, and promoting community engagement. The Company is dedicated in maintaining effective governance framework with transparent reporting, accountability mechanisms and ethical behavior at all levels of our organization.
8. Details of the highest authority responsible for implementation and oversight of the business responsibility policies.	Board of Directors
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes/No). If yes, provide details.	The Company has established a dedicated Corporate Social Responsibility (CSR) Committee to oversee its CSR initiatives and ensure alignment with statutory and strategic objectives. In compliance with the Prevention of Sexual Harassment of Women at the Workplace Act, the Company has constituted an Internal Complaints Committee (ICC), which includes a mandatory external member to ensure impartiality and adherence to best practices in workplace safety and gender sensitivity. The Risk Management Committee plays a pivotal role in embedding sustainability considerations into the Company's overall risk framework, thereby strengthening long-term resilience and value creation. All ESG-related matters are periodically reviewed and deliberated at Board meetings, with the Board according final approval prior to public disclosure — reflecting the Company's commitment to Board-level oversight and accountability in ESG governance. The Company maintains robust internal controls to ensure effective review, implementation, and continuous monitoring, in line with sound corporate governance practices.

10. Details of Review of NGRBCs by the Company.

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board / Any other Committee.									Frequency (Annually / Half yearly/ Quarterly / Any other- please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Performance against the above mentioned policies and follow up action is reviewed on ongoing basis by respective Department heads/ Senior management and related briefs are placed before Board of Directors. The review by Board of Directors or Board Committees is carried out on need basis to align with updates in applicable regulatory laws.																	

Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	The Company is in compliance with applicable laws and regulations. The Board of Directors reviews the status of compliance of all the applicable laws on a quarterly basis.								
11. Has the entity carried out independent assessment / evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	**P1**	**P2**	**P3**	**P4**	**P5**	**P6**	**P7**	**P8**	**P9**
	No, the evaluation/assessment of the policies of the Company is done internally both at the management level and the Board level.								

12. If answer to this question (1) above is "No" i.e. not all Principles are covered by a policy, reason to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/ No)	Not applicable, as all principles are covered by respective policies								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/ No)									
The entity does not have the financial or human and technical resources available for the task (Yes/ No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable

Essential Indicators

1. Percentage coverage by training and awareness programs on any of the principles during the financial year :

Segment	Total Number of training and awareness programmes held	Topics / Principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors and Key Managerial Personnel	6 (as part of Board Meetings)	Updates and awareness related to: ● Regulatory requirements ● Strategy update ● Industry outlook and changes ● Business update ● Code of Conduct are conducted for the Board of Directors & KMPs.	100

Segment	Total Number of training and awareness programmes held	Topics / Principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Employees other than BoD and KMPs	68	Training on Safety, IMS, QMS, NDT, Welding, Quality, HSE, Kaizen, PMS, Technical, Leadership, Skill development etc.	87.80
Workers	241	Health & Safety	77.56

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format.

Monetary

	NGRBC Principle	Name of the regulatory/ enforcement agencies/judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty / Fine	NIL				
Settlement					
Compounding fee					

Non-Monetary

	NGRBC Principle	Name of the regulatory/ enforcement agencies/judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	NIL			
Punishment				

3. Of the instances disclosed in Question 2 above, details of the Appeal / Revision preferred in cases where monetary or non- monetary action has been appealed.

Case Details	Name of the regulatory / enforcement agencies / judicial institutions
Not Applicable	

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

   Yes. The existing policy like Code of Conduct (including Whistle Blower Policy), rules and regulations adopted by the Company are in conformity with the legal and statutory framework on anti- bribery and anti-corruption legislation prevalent in India. This policy is applicable to all individuals working at all levels and grades, including Board Members and Senior Managerial Personnel, other employees and such other person acting on behalf of the Company. The Policy reflects the Commitment of the Company and its maintaining highest ethical standards while undertaking open and fair business practices and culture and implementing and enforcing systems to detect, counter, prevent bribery and other corrupt business practices.

   Relevant policies are available at www.texmaco.in

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

There has been no cases involving disciplinary action taken by any law enforcement agency on the changes of bribery/ corruption against directors / KMPs/ employees / workers that have been brought to the Company's attention.

	FY' 2025-2026	FY' 2024-2025
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

6. Details of complaints with regard to conflict of interest:

	FY' 2025-2026		FY' 2024-2025	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of conflict of interest of the Directors	Nil	NA	Nil	NA
Number of complaints received in relation to issues of conflict of interest of the KMPs	Nil	NA	Nil	NA

7. Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest. **Not Applicable**

8. Number of days of accounts payables (Accounts payable*365)/ Cost of goods/ services procured) in the following format:

	FY' 2025-2026	FY' 2024-2025
Number of days of accounts payables	59	59

9. Open-ness of business - Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY' 2025-2026	FY' 2024-2025
Concentration of Business	a. Purchases from trading houses as % of total purchases	NA	NA
	b. Number of trading houses where purchases are made	NA	NA
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	NA	NA
Concentration of Sales	a. Sales to dealer / distributors as % of total sales	NA	NA
	b. Number of dealers / distributors to whom sales are made	NA	NA
	c. Sales to top 10 dealers / distributors as % of total sales to dealer / distributors	NA	NA
Shares of RPT in	a. Purchases (Purchases with related parties as % of Total Purchases)	0.62	1.25
	b. Sales (Sales to related parties as % of Total Sales)	4.36	5.66
	c. Loans & advances given to related parties as % of Total loans & advances	8.31	4.62
	d. Investments in related parties as % of Total Investments made	39.75	89.60

Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

Total number of awareness programmes held	Topics / principles covered under the training	% age of value chain partners covered (by value of business done with such partners) under the awareness programmes
Nil	Nil	Nil

2. Does the entity have processes in place to avoid / manage conflict of interest involving members of the Board? (Yes/ No) if yes provide details of the same.

    Yes, the Company has a Code of Conduct for Board of Directors and Senior Management Personnel which provides clear guidelines for avoiding and disclosing actual or potential conflict of interest with the Company. The Company has processes on management of conflict of interests involving members of the Board which would take place during the course of normal business activities. The Company receives an annual declaration from its Board of Directors and Senior Management Personnel on the entities they are interested in and ensures approvals as required under the applicable laws are taken prior to entering into transactions with each entities, if any, and are entered in normal course of business and on arm's length basis.

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe.

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY' 2025-2026	FY' 2024-2025	Details of improvements in environmental and social impacts
R & D	-	-	The Company ensures to put process in place to track the R&D related expenses and Capex investment in specific technologies, as and when required.
Capex	2.16	4.74	

2. a. Does the entity have procedures in place for sustainable sourcing?

    Yes, the Company has a procedure for sustainable sourcing where all the new and existing supply chain partners are mandatorily evaluated on environment, health & safety and sustainability parameters before onboarding. The Company has all the quality an inspection system in place to ensure that all goods and services provided by the Company are safe and sustainable throughout their life cycle. The Company places a high premium on techno commercial aspects and the Company's procedures with regard to finalizing vendors emphasizes on safe working practices, technical certifications etc. The selection procedure of the Company's transport vendors (Trucks and Containers) involves scrutiny at various levels like age of vehicle / container fleet, well laid out systems of mandatory inspections, and safe driving procedures. Raw materials, components, stores and packing materials are generally procured from vendors close to the manufacturing units, wherever feasible.

    b. If yes, what percentage of inputs were sourced sustainably?

    The Company procure items as per Customer Specification and prefer Vendors close to units/place of performance, wherever feasible.

3. Describing the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E- waste (c) Hazardous waste and other waste. **Not Applicable**

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility plan submitted to Pollution Control Boards? If not, provide steps taken to address the same. **Not Applicable**

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of Product / Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web link.
Life Cycle Perspective / Assessments (LCA) has not been conducted for the products.					

2. If there are any significant social or environmental concerns and / or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Name of product / Service	Description of the risk / concern	Action Taken
Not Applicable		

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate Input Material	Recycled or re-used input material to total material (%)	
	FY' 2024-2025	FY' 2023-2024
Returns from Foundry	34.00	33.34

4. Of the products and packaging reclaimed at end-of-life products, amount (in metric tonnes) recycled, and safely disposed, as per the following format:

	FY' 2025-2026			FY' 2024-2025*		
	Re-used	Recycled	Safely Disposed	Re- used	Recycled	Safely Disposed
Plastics (including packaging)	Nil	Nil	Nil	Nil	Nil	Nil
E-waste	Nil	Nil	Nil	Nil	Nil	Nil
Hazardous waste (Lub Oil, Paint Filter & Drum, Cotton Waste)	Nil	Nil	Nil	Nil	Nil	Nil
Other waste (Non Ferrous)	Nil	19.36	Nil	Nil	Nil	Nil

**Last year's figures have been updated*

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
-	-

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains.

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits#		Paternity benefits#		Day care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/ A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
	Permanent Employees										
Male	1,085	1,085	100	-	-	-	-	-	-	1,085	100
Female	48	48	100	-	-	48	100	-	-	48	100
Total	**1,133**	**1,133**	**100**	**-**	**-**	**48**	**4.23**	**-**	**-**	**1,133**	**100**
	Other than Permanent Employees										
Male	105	105	100	-	-	-	-	-	-	105	100
Female	0	0	0	-	-	-	-	-	-	0	0
Total	**105**	**105**	**100**	**-**	**-**	**-**	**-**	**-**	**-**	**105**	**100**

 # The Company complies with the provisions of the Maternity Benefit Act and ensures that all eligible employees receive the prescribed benefits. Further, the Company is evaluating and benchmarking leading employment practices with a view to introducing paternity leave benefits for its employees.

b. Details of measures for the well-being of workers:

Category	% of Workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/ A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
	Permanent Workers										
Male	743	743	100	-	-	-	-	-	-	743	100
Female	3	3	100	-	-	3	100	-	-	3	100
Total	**746**	**746**	**100**	**-**	**-**	**3**	**0.40**	**-**	**-**	**746**	**100**
	Other than Permanent Workers										
Male	5,066	5,066	100	-	-	-	-	-	-	5,066	100
Female	35	35	100	-	-	35	100	-	-	35	100
Total	**5,101**	**5,101**	**100**	**-**	**-**	**35**	**0.68**	**-**	**-**	**5,101**	**100**

At Texmaco, safety is a core organizational priority. All employees and workmen undergo mandatory safety training and competency assessments to ensure adherence to safe working practices. Our facilities are subject to regular safety audits and compliance checks to mitigate risks to both personnel and assets. Further, we are continuously evaluating and benchmarking our employee practices against industry standards to drive excellence and strengthen our safety culture.

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

	FY' 2025-2026 (Current Financial Year)	FY' 2024-2025 (Previous Financial Year)
Cost incurred on wellbeing measures as a % of total revenue of the company	0.19	0.15

2. Details of retirement benefits, for Current FY and Previous FY.

Benefits	FY' 2025-2026			FY' 2024-2025		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total employees	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	100	Y	100	100	Y
Gratuity	100	100	Y	100	100	Y
ESI*	15.83	100	Y	24.34	100	Y

* *It includes only those employees and workers who are eligible for ESI.*

3. **Accessibility of workplaces:**

   Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016 ? If not, whether any steps are being taken by the entity in this regard.

   Yes, most of the office buildings and operation locations are accessible to differently abled employees and workers, as per requirements of the Rights of persons with Disabilities Act, 2016.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

   The Company is committed to provide equal employment opportunities without any discrimination on the grounds of age, colour, origin, nationality, disability, religion, race, caste, gender, sex etc. The Company believes that diversity at workplace is an instrument for economic growth, sustainable competitive advantage and societal progress. Please refer https://www.texmaco.in/investors-relation/code-of-conduct/. Equal opportunity policy is covered under Code of Conduct, refer to point no IV "RESPECT FOR THE INDIVIDUAL".

5 Return to work and Retention rates of permanent employees and workers that took parental leave.

	Permanent Employee (%)		Permanent workers (%)	
Gender	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	NA	NA	NA	NA
Female	100	100	100	100
Total	**100**	**100**	**100**	**100**

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief

	Yes/No **(If yes, then give details of the mechanism in brief)**
Permanent Workers	We conduct periodic welfare meeting, safety committee meeting, for effective grievance redressal and ensuring a healthy workplace environment. Unit meetings are periodically held for both contractual and non-contractual workers and employees to discuss any concerns or grievances. We have a robust 'Whistle Blower Policy' in place which acts as a mechanism for employees, workers and senior management to approach the Compliance Officer or the Chairman of the Audit Committee in situations of misconduct or breach of code of conduct and any other grievances which hamper the functioning of the organization. This policy ensures responsible whistle blowing through efficient redressal and disciplinary action. We strive to ensure transparency and effective redressal through open communication and access for all employees and workers to voice their concerns to the senior management. Besides the above we also have a Prevention of Sexual Harassment (POSH) Policy to ensure a safe and secure working environment.
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

7 Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	**FY ' 2025-2026**			**FY' 2024-2025**		
	Total employees / workers in respective category(A)	**No. of employees / workers in respective category, who are part of association(s) or Union (B)**	**% (B / A)**	**Total employees/ workers in respective category(c)**	**No. of employees/ workers in respective category, who are part of association(s) or Union (D)**	**% (D / C)**
Total Permanent Employees	**1,133**	**-**	**-**	**1,076**	**-**	**-**
- Male	1,085	-	-	1,023	-	-
- Female	48	-	-	53	-	-
Total Permanent workers	**746**	**746**	**100**	**748**	**748**	**100**
- Male	743	743	100	745	745	100
- Female	3	3	100	3	3	100

8. Details of training given to employees and workers:

Category	**FY' 2025-2026**					**FY' 2024-2025**				
	Total (A)	**On Health and safety Measures**		**On Skill upgradation**		**Total (D)**	**On Health and safety**		**On Skill upgradation measures**	
		No. (B)	**% (B / A)**	**No. (C)**	**% (C / A)**		**No. (E)**	**% (E / D)**	**No. (F)**	**% (F / D)**
Employees										
Male	1,190	979	82.26	876	73.61	1,163	445	38.26	530	45.57
Female	48	35	72.91	33	68.75	53	18	33.96	26	49.06
Total	**1,238**	**1014**	**81.91**	**909**	**73.42**	**1,216**	**463**	**38.08**	**556**	**45.72**
Workers										
Male	5,809	4,597	79.14	4,211	72.49	6,265	2,686	42.87	1023	16.33
Female	38	38	100	30	78.95	17	-	-	-	-
Total	**5,847**	**4,635**	**79.27**	**4,241**	**72.53**	**6,282**	**2,686**	**42.76**	**1023**	**16.28**

9. Details of performance and career development reviews of employees and worker:

Category	FY'2025-2026			FY' 2024-2025		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	1,190	1,190	100	1,163	1163	100
Female	48	48	100	53	53	100
Total	**1,238**	**1,238**	**100**	**1,216**	**1216**	**100**
Workers						
Male	NA			NA		
Female						
Total						

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

Yes, A Health & Safety Management System (HSMS) is a structured approach to managing health and safety risks in the workplace. It typically involves several key components:

1. Policy and Planning: The company has established a clear health and safety policy, setting objectives, and developing plans to achieve them.
2. Risk Assessment: Identifying potential hazards and assessing the risks associated with them by HIRA.
3. Controls and Procedures: Implementing measures to control risks, such as safe work procedures, engineering controls, and administrative controls.
4. Training and Education: Providing training and education to employees on health and safety topics relevant to their roles.
5. Emergency Preparedness: Developing plans and procedures to respond effectively to emergencies such as fires, chemical spills, or medical incidents.
6. Monitoring and Evaluation: Regularly monitoring and evaluating the effectiveness of the HSMS, including incident reporting and investigation processes.
7. Continuous Improvement: Continuously improving the HSMS based on lessons learned, feedback from employees, and changes in regulations or best practices.

Implementing an HSMS helps organizations create a safe and healthy work environment, reduce the risk of accidents and injuries, and comply with legal and regulatory requirements.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The Company has in place systematic risk management process to identify and control all the hazards in manufacturing units, project sites etc. The Company's risk management process is applied through five steps (Identification, Assessment, Mitigation, Monitoring and Reporting) and all the Construction Engineers, design and planning engineers, production in charges are involved in risk assessments and the risk management process, All the identified risks and risk mitigation plans are required to be documented, approved and communicated to all relevant parts involved in the activity. The Company is having certification of ISO 45001 for Occupational Health & Safety. To identify work-related hazards and assess risks on a routine and non-routine basis, entities can implement several processes:

1. Regular Inspections: Conduct regular inspections of the workplace to identify potential hazards, such as unsafe conditions or practices.
2. Risk Assessments: Perform comprehensive risk assessments for different tasks and activities to determine the level of risk involved
3. Employee Involvement: Involve employees in hazard identification and risk assessment processes as they often have valuable insights into the day-to-day operations.
4. Documentation: Maintain records of identified hazards, risk assessments, and control measures implemented.
5. Training and Awareness: Provide training to employees on hazard recognition, risk assessment techniques, and appropriate control measures.
6. Incident Investigation: Investigate incidents and near misses to identify underlying hazards and areas for improvement.

7. Regulatory Compliance: Ensure compliance with relevant health and safety regulations and standards.
8. Continuous Improvement: Regularly review and update hazard identification and risk assessment processes to account for changes in the workplace or work practices.

   By incorporating these processes into their operations, entities can effectively identify work-related hazards and assess risks on both routine and non-routine bases.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

   Yes, the Company has processes for workers to report work related hazards and to remove themselves from such risks. There are processes and mechanism whereby employees and workmen raise their safety related concerns both directly and anonymously, and the Company is inclined to take action on the same, if required.

   As per ISO 45001 standard there is a provision of consultation & participation of the workmen. The Company conducts safety committee meeting on quarterly basis where workers are equally participating and raising their concern, if any. Apart from this there is a provision of safety suggestion which is routed through line in-charge where any worker can give their suggestion and it is taken care by their line in-charge including group of workers to resolve the issue, if any.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No) **Yes,** medical centres and first aid facilities are available for both employees and workers. Moreover, employees & workers also have access to various benefits provided under ESI & EDLI coverage, as applicable.

   We are running health care services through Arogyam drive. In this service we provide concessional/free medical consultations for Allopathy & Homeopathy both for workers and their families also.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category*	FY' 2025-2026	FY' 2024-2025
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employee	-	-
	Worker	1.97	1.99
Total recordable work-related injuries	Employee	-	-
	Worker	28	30
No. of fatalities	Employee	-	-
	Worker	-	-
High consequence work-related injury or ill-health (excluding fatalities)	Employee	-	-
	Worker	-	-

**including contract work force*

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

    The Company's plants, facilities and manufacturing equipment are designed based on careful consideration of statutory and non-statutory requirements, for healthy and safety workplace, applicable Indian and International Standards. One of the key focus areas remains safety of employees and minimize the manual interfaces with machines. The health and safety management systems is based on ISO 45001, the International Standard for Occupational Health and safety. The Company has a systematic process for identification of work- related hazards.

    The Company is having defined framework for implementing health and safety at workplace. i.e. Safety Training Management, Risk Assessment System, Emergency Preparedness Plan, Permit to Work system, Safety Performance Monitoring System, Accident/Incident Management System, Fire Safety Management System, PPEs Management System, Occupational Health Centre Management System, Employee Health Management System and Statutory and Legal Compliance

13. Number of Complaints on the following made by employees and workers:

	FY' 2025-2026			FY' 2024-2025		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	-	-	-	-	-	-
Health & Safety	-	-	-	-	-	-

14. Assessments for the year:

	% of plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	73 (Internal Assessment by the entity)
Working Conditions	

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

    Internal reviews are conducted on a periodic basis. Corrective and preventive measures are taken based on the findings. Detailed investigations are carried out for all accidents to identify the root causes and to understand the measures required to prevent recurrence. Accidents, if any, and investigation findings with corrective and preventive measures are disseminated across the organisations to make all the employees and workers alert and stay safe.

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

   The Company covers employees & workers under ESI & PF as per requirement of applicable Statute.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

   At the time of processing invoice payments to contract labour supply agencies, the Company ensures that the agencies comply with their statutory compliance obligations, such as timely remitting payments for Provident Fund, ESI/ Workman Compensation Insurance, Professional Tax and Labour Welfare Fund, if applicable. To facilitate compliance, the Company withholds the agency's invoice payment partly until they have paid the relevant statutory compliance dues in accordance with the appropriate regulations. This procedure ensures that vendors/ contractors meet their legal requirements before receiving their payments, demonstrating our commitment of ensuring fulfilment of statutory payment requirements.

3. Provide the number of employees / workers having suffered high consequence work related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY' 2025-2026	FY' 2024-2025	FY' 2025-2026	FY' 2024-2025
Employees	Nil	Nil	Nil	Nil
Workers	Nil	Nil	Nil	Nil

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

   Yes. The Company continually invests in human capital development which includes building skills and capabilities that are contemporary while providing employees with a diversity of experiences. The Company provides the pension benefits for those members of staff who qualify. Workers are provided pension benefits covered under the relevant statute.

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	**Nil,** we co-ordinate with our value chain partners for compliance to applicable health & safety practices & working condition.
Working Conditions	

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

   The Company's guidelines are shared with the value chain partners.

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its Stakeholders.

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

   The Company considers Stakeholders as an important and integral part of the Company. They are one amongst various key drivers of business viability and long term profitability.

   The Company has mapped its major Internal and external stakeholders through a structured approach which includes Government and regulatory authorities, Employees, Customers, Local Communities, Investors & Shareholders, Suppliers, Trade Unions and NGOs, wherever required.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	**Whether Identified as Vulnerable & Marginalized Group (Yes/No)**	**Channels of communication** (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website, Other)	**Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)**	**Purpose and scope of engagement including key topics and concerns raised during such engagement**
Investors	No	General meetings, investor calls etc.,	Event based	Transparency, disclosure
Local community	No	One to one meetings, various public hearings	Regular	Addressing concerns, seeking co-operation, taking care of health and safety issues
Suppliers	No	Email, meetings	On need basis	Mutual engagement, address concerns, exchange of ideas
Customers	No	Email, meetings, conferences	On need basis	Resolution of grievances, product promotion, exchange of ideas, interactive engagement
Industry Association	No	Conferences, Emails	Event based	Transparency, collective representation
Regulators	No	Letters, emails, conferences	Event based	Transparency, Disclosure, compliance, Constructive engagement
Employees	No	Annual meets, regular unit level interactions, annual appraisal, celebration of events	As and when required	Empathy, trainings, caring, addressing concerns, to encourage increased participation

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

   The Board engages with the stakeholders through executives looking after the respective functions. The EDs and the senior management team of the Company regularly update the Board and various Board Committees on relevant issues. These updates are provided during the Board meetings and the Committee meetings.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

   Yes, expert firm are consulted for identifying environmental related aspects. The stakeholder groups, especially the workmen and employees are consulted for identification of environmental and social issues. The Company conducts its operations keeping in mind the concerns of the communities around its plant operations based on the inputs and feedback received from community representatives and employees.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

   Various CSR activities undertaken by the company is testimony to its commitment to addressing the concerns of vulnerable stakeholder groups. The Company used to indulge in CSR activities even prior to introduction of CSR related provisions on mandatory basis.

PRINCIPLE 5 Businesses should respect and promote human rights.

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY'2025-2026			FY'2024-2025		
	Total (A)	No. of employees/ workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
Employees						
Permanent	1,133	983	86.77	1,076	680	63.20
Other than permanent	105	94	89.52	140	64	45.17
Total Employees	**1,238**	**1,077**	**86.99**	**1,216**	**744**	**61.18**
Workers						
Permanent	740	651	87.97	748	355	47.46
Other than permanent	5,101	4,456	87.36	5,534	2,418	43.69
Total Workers	**5,847**	**5,107**	**87.34**	**6,282**	**2,773**	**44.14**

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY'2025-2026					FY'2024-2025				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
	Employees									
Permanent & Other than Permanent										
Male	1,085	-	-	1,085	100	1,023	-	-	1,023	100
Female	48	-	-	48	100	53	-	-	53	100
Other than Permanent										
Male	105	-	-	105	100	140	-	-	140	100
Female	-	-	-	-	-	-	-	-	-	-
	Workers									
Permanent										
Male	743	-	-	743	100	745	-	-	745	100
Female	3	-	-	3	100	3	-	-	3	100
Other than Permanent										
Male	5,066	All employees and contractors have been paid more than or equal to minimum wages in accordance with the laws where the Company operates.								
Female	35									

3. a. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category (₹)	Number	Median remuneration/ salary/ wages of respective category (₹)
Board of Directors (BoD)	11	13,98,014	1	11,70,000
Key Managerial Personnel	2	1,01,53,402	-	-
Employees other than BoD and KMP	1,188	5,02,368	48	4,95,835
Workers	743	3,89,458	3	2,87,867

b. Gross wages paid to females:

	FY'2025-2026	FY'2024-2025
Gross wages paid to females (Gross wages paid to females as % of total wages)	0.40	0.67

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? **(Yes/No)**

Yes. The respective HR head is responsible for addressing the issues related to Human Rights. Further, any person who has any concerns relating to Human Rights can raise the concerns as per the detailed mechanism provided in the Whistle Blower Policy of the Company without fear of being retaliated or discriminated.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company believes in diversity and inclusiveness that respects and promotes human rights. The Company has in place, a code of conduct policy to safeguard the rights of its employees, vendors and service providers across its businesses, which abides by the laws of country. The policies of the Company are in line with national standards and relevant international standards for its operation and business pursuits, taking into account the human rights of not only employees but also people likely to be affected by the operations of the Company. The internal policies of Company on code of conduct and CSR recognizes the key aspect of human rights which lays down the acceptable behaviour of the employees and provides for stringent disciplinary actions in case of violations of these policies.

6. Number of Complaints on the following made by employees and workers:

	FY'2025-2026			FY'2024-2025		
	Filed during the year	**Pending resolution at the end of year**	**Remarks**	**Filed during the year.**	**Pending resolution at the end of year**	**Remarks**
Sexual Harassment	-	-	-	-	-	-
Discrimination at workplace	-	-	-	-	-	-
Child Labour	-	-	-	-	-	-
Forced Labour/Involuntary Labour	-	-	-	-	-	-
Wages	-	-	-	-	-	-
Other human rights related issues	-	-	-	-	-	-

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY'2025-2026	FY'2024-2025
i) Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	NIL	NIL
ii) Complaints on POSH as a % of female employees / workers	NIL	NIL
iii) Complaints on POSH upheld	NIL	NIL

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company has a Whistle Blower Policy wherein the employees report, without fear of retaliation, any wrong practices, unethical behaviour or non compliance which may have a detrimental effect on the organisation. Company is committed to a workplace free of harassment, including sexual harassment at workplace, and has zero tolerance for unacceptable conduct. The Company encourages reporting of any harassment concerns and is responsive to complaints about harassment or other unwelcome or offensive conduct. Internal Complaints Committee have been constituted to enquire into complaints of sexual harassment and to recommend appropriate action, wherever required.

9. Do human rights requirements form part of your business agreements and contracts? **(Yes/No)**

Yes. All the business agreement and contracts which are entered/to be entered into by the Company with any party include relevant clauses on the affirmation of applicable regulatory requirements which include human rights as well.

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100% Internal assessment
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – human rights related issues	

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

No significant risks or concerns were identified during the reporting period that required any specific corrective action.

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints. **Not Applicable**
2. Details of the scope and coverage of any Human rights due-diligence conducted. **Not Applicable**
3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

   Yes. The Company is committed to ensure that its premises and offices are accessible to everyone including visitors as per the requirement of Rights of Person with Disabilities Act, 2016. Wherever required, temporary or permanent ergonomic changes are made to ensure differently abled visitors do not face any challenge while accessing the Company's premises
4. Details on assessment of value chain partners:

   Currently the provisions relating to assessment of value chain partners are not applicable to Company.

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual harassment	Nil
Discrimination at workplace	
Child Labour	
Forced Labour/Involuntary Labour	
Wages	
Others – please specify	

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above. **Not Applicable**

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	**FY'2025-2026**	**FY'2024-2025**
From renewable sources		
Total electricity consumption (A)	36,435.37	162.06
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
Total energy consumed from renewable sources (A+B+C)	36,435.37*	162.06
From non-renewable sources		
Total electricity consumption (D)	2,23,612.27	2,95,508.68
Total fuel consumption (E)	1,06,083.37	1,32,603.75
Energy consumption through other sources (F)	-	-
Total energy consumed from non-renewable sources (D+E+F)	3,29,695.64	4,28,112.43
Total energy consumed (A+B+C+D+E+F)	3,66,131.01	4,28,274.49
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations)	0.83	1.01
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	17.76	22.62
Energy intensity in terms of physical Output	**43.73 (GJ/ unit production)**	**53.52 (GJ/ unit production)**
Energy intensity (optional) – the relevant metric may be selected by the entity	**-**	**-**

* *Inclusion of Urla Plant operating on Solar energy source for the first time during the year 2025-26.*

Note: Indicate, if any, independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **No**

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any. **Not Applicable**
3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY'2025-2026	FY'2024-2025
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Groundwater	1,48,975	1,55,750
(iii) Third party water	-	-
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	**1,48,975**	**1,55,750**
Total volume of water consumption (in kilolitres)	**1,48,975**	**1,55,750**
Water intensity per rupee of turnover (Water consumed / turnover)	**0.34 KL per lakh**	**0.37 KL per lakh**
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) - (Kilolitres/Lakhs USD) (PPP correction Factor Xppp : 21.40 per 2021 ppp) (Total water consumption / Revenue from operations adjusted for PPP)	**7.2**	**8.29**
Water intensity in terms of physical output	**17.79 (KL/ unit production)**	**19.46 (KL/ unit production)**
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate, if any, independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **No**

4. Provide the following details related to water discharged:

Parameter	FY'2025-2026	FY'2024-2025
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
No treatment	NA	NA
With treatment – please specify level of treatment	NA	NA
(ii) To Groundwater		
No treatment	1,08,425	1,17,425
With treatment – please specify level of treatment	37,425 *	38,325 *
(iii) To Seawater		
No treatment	NA	NA
With treatment – please specify level of treatment	NA	NA
(iv) Sent to third-parties		
No treatment	NA	NA
With treatment – please specify level of treatment	NA	NA
(v) Others		
No treatment	NA	NA
With treatment – please specify level of treatment	NA	NA
Total water discharged (in kilolitres)	**1,45,850**	**1,55,750**

* *Tertiary (advance)*

The difference between water consumed and discharged by 3,125 Kilolitres is due to company's policy to reuse water. As part of its ongoing sustainability efforts, the Company is finalizing the installation of Effluent Treatment Plants (ETPs) designed to recycle and reuse water, further advancing its water conservation framework.

Note: Indicate, if any, independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **NA**

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Texmaco Rail has undertaken the following measures in furtherance of its commitment to achieving Zero Liquid Discharge (ZLD):
1. Utility Monitoring Systems: The Company has installed advanced monitoring systems to track and manage utility losses in a phased manner — Phase 1 covering electricity consumption, and Phase 2 extending to water and air usage — enabling more precise resource management and loss reduction.

2. Discharge Control: As part of its infrastructure modernization efforts, the Company has replaced its legacy pump house system, which had been in operation for nearly 80 years, with a state-of-the-art pumping system. This upgrade is aimed at eliminating leakages entirely and reinforcing the Company's commitment to zero liquid discharge.

3. Effluent Treatment Plant: The Company is in the final stages of installing Effluent Treatment Plants (ETPs) designed to recycle and reuse water, further strengthening its water conservation and sustainability framework

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Units	FY'2025-2026	FY'2024-2025
NOx	μg/m3	37	43
Sox	μg/m3	14	10
Particulate matter (PM)	μg/m3	145	142
Persistent organic pollutants (POP)	μg/m3	-	-
Volatile organic compounds (VOC)	ppm	2	2
Hazardous air pollutants (HAP)	ppm	2	-
Others – please specify - Amb. Noise	dB(A)	Day – 71.30 Night- 61.51	

Note: Indicate, if any, independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **No**

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Units	FY'2025-2026	FY'2024-2025
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	10,172.58	Not Available
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	54,860.43	Not Available
Total Scope 1 and Scope 2 emissions per Lakh rupees of turnover	Metric tonnes of CO2 equivalent	0.14704	Not Available
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP*)	Metric tonnes of CO2 equivalent	3.14	Not Available
Total Scope 1 and Scope 2 emission intensity in terms of physical output	Metric tonnes of CO2 equivalent	5.98	Not Available
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		-	-

PPP rate is constant 21.40

Note: Indicate, if any, independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **No**

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details. The Company is constantly taking initiatives to reduce energy consumption that results in greenhouse gas emissions. In order to keep pace with sustainable best practices, energy efficient lighting solution (LED Lights) have been installed at all office premises and manufacturing unit. The Company has undertaken significant initiatives to modernize its emission control infrastructure, notably through the installation of an Advanced Fume Extraction System in its 5-tonne Electric Arc Furnaces (EAF). In line with this commitment, similar upgrades are planned for the 15-tonne EAF units, reflecting the Company's continued focus on adopting cleaner, more sustainable technologies. The Company is transitioning towards renewable energy sources and is in process of installing solar power system at its manufacturing units which has notably improved from previous year.

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY'2025-2026	FY'2024-2025
Total Waste generated (in metric tonnes)		
Plastic waste (A)	30.06	32.05
E-waste (B)	45.5	48.6
Bio-medical waste (C)	0.19	0.2
Construction and demolition waste (D)	-	-
Battery waste (E)	-	-
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G)	Paint Drum – 7.25 Empty Container, Paint Drum Sludge – 2.75 Used Oil – 1.40	Paint Drum: 8.41 Empty Container, Paint Drum Sludge: 3.09 Used Oil : 1.54
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	Ferrous- 7,435 Non-ferrous- 0.26	Ferrous – 8,131 Non-ferrous – 0.28
Total (A+B + C + D + E + F + G + H)	**7,522.41**	**8,225.17**
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	0.018	0.02
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	**0.39**	**0.44**
Waste intensity in terms of physical output	0.91	1.03
Waste intensity (optional) – the relevant metric may be selected by the entity		-

Parameter	FY'2025-2026	FY'2024-2025
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	7,436	8,131
(ii) Re-used	52	47
(iii) Other recovery operations	-	-
Total	**7,488**	**8,178**
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	12.2	13.04
(ii) Landfilling	-	-
(iii) Other disposal operations	32.4	33.43
Total *	**44.60**	**46.47**

* *Through authorized agencies of Pollution Control Board*

The Company has implemented an oil filtration process for hydraulic and transformer oils used in its operations, enabling these oils to retain their original composition and qualities. This initiative has resulted in a reduction in waste generation, reflecting the Company's commitment to resource optimization and responsible waste management practices as part of its broader environmental stewardship efforts.

Note: Indicate, if any, independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **No**

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

    It is the Company's endeavour to continually look for ways to reduce waste. The Company is disposing wastes through authorized agencies of West Bengal Pollution Control Board.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S.No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval/ clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
No			

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
NA					

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, and Environment Protection Act and Rules thereunder (Y/N/NA). If not, provide details of all such non-compliances, in the following format: **YES**

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
NA				

Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

   For each facility/plant located in areas of water stress, provide the following information:

i. Name of the area: **NA**

ii. Nature of Operations: **NA**

iii. Water withdrawal, consumption and discharge in the following format: **NA**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **No**

2. Please provide details of total Scope 3 emissions & its intensity, in the following format: **The Company is the process of calculating the Scope 3 GHG emissions.**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **No**

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities. **Not Applicable**

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

S. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
Nil			

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

   The business continuity plans are integrated in the Company's Risk Management Policy which guides for risk mitigation and continuing business processes in case of uncertainties.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

   We are in the process of evaluating the significant adverse impact to the environment arising from the value chain partners.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts. **None**

8. How many Green Credits have been generated or procured:

a. By the listed entity	During the reporting year there were no green credits generated or procured by Texmaco.
b. By the top ten (in terms of value of purchases and sales, respectively) value chain partners	

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations. **8**

   b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National/International)
1	Federation of Indian Chambers of Commerce and Industry (FICCI)	National
2	Confederation of Indian Industries (CII)	National
3	Associated Chambers of Commerce & Industry of India (ASSOCHAM)	National
4	International Chamber of Commerce (ICC)	International
5	The Bengal Chamber of Commerce and Industry (BCC&I)	State
6	EEPC India	National
7	Institute of Indian Foundrymen (IIF)	National
8	Chamber of Railway Industries (CRI)	National

2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
No adverse order was received by the Company from regulatory authorities during the financial 2024-2025. Hence, no corrective action was required to be taken.		

Leadership Indicators

1. Details of public policy positions advocated by the entity:

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/Half yearly/ Quarterly / Others – please specify)	Web Link, if available
NIL					

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not Applicable						

None, since nature of business operation of the Company does not require any such steps to be undertaken.

3. Describe the mechanisms to receive and redress grievances of the community.

   Grievance Redressal Mechanism is an important aspect of assuring the Company's strong relation with the community as it provides social license to operate and execute the community initiatives projects. As part of the Company's grievance Redressal mechanism, The Company proactively meets the community representatives and marginal stakeholders. The Company have deployed local employees who regularly visit the community and interact with people to gauge and address community concerns. If any issue, which stands unresolved or needs management intervention, stands escalated to the respective business heads and resolved accordingly.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY'2025-2026	FY'2024-2025
Directly sourced from MSMEs/ small producers	The Company is in the process of enhancing its vendor master data and procurement systems to enable this classification and intends to report this metric in subsequent reporting periods. Further, In alignment with the 'Make in India' initiative, the Company has prioritized indigenous manufacturing and local procurement across its operations.	
Sourced directly from within India		

5. Job creation in smaller towns - Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost:

	FY'2025-2026 (%)	FY'2024-2025 (%)
Rural	7.05	12.32
Semi-urban	-	-
Urban	79.73	67.86
Metropolitan	13.22	19.82

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
None	NA

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No.	State	Aspirational District	Amount spent (In INR)
-			

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No) **No**

   (b) From which marginalized /vulnerable groups do you procure? **Not Applicable**

   (c) What percentage of total procurement (by value) does it constitute: **Not Applicable**

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge: **Not Applicable**

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved. **None**

Name of authority	Brief of the Case	Corrective action taken
NA		

6. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	Health	6,097	*
2	Hunger Eradication	1,334	100
3	Education	52,386	*
4	Sports	302	100

**Company's initiative in the areas of Health and Education are specifically targeted towards benefitting vulnerable and marginalised groups in society. However, presently, it is challenging to provide an accurate percentage of beneficiaries from these groups. Nevertheless, the Company remains committed to supporting and uplifting these sections of society through its CSR initiatives.*

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner.

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

   The Company treats customer complaints with utmost importance and believe that it needs to be agile, transparent and solution-oriented to resolve them efficiently and satisfactorily. There's an effective compliant handling procedure that facilitates prompt logging, investigation, resolution and closure. It is ensured that all the complaints are closed to the fullest customer satisfaction. The Company grants right to information to its customers. It is ensured that product information provides adequate information relating to safety, operation and maintenance of the products created/services provided to its customers.

   To understand customers better, the Company follows several modes of engagement such as customer's surveys, direct feedback, visits by manager's/ plant personnel and production facilities visit organised for customers. The Company also conducts one-to-one meetings with customers in order to enable efficient communication and redressal of customer's grievances, if any.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	Not Applicable as the Company does not have specific consumer product or product range.
Safe and responsible usage	
Recycling and/or safe disposal	

3. Number of consumer complaints in respect of the following:

	FY'2025-2026		Remarks	FY'2024-2025		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	Nil	Nil	NA	Nil	Nil	NA
Advertising	Nil	Nil	NA	Nil	Nil	NA
Cyber-security	Nil	Nil	NA	Nil	Nil	NA
Delivery of essential services	Nil	Nil	NA	Nil	Nil	NA
Restrictive Trade Practices	Nil	Nil	NA	Nil	Nil	NA
Unfair Trade Practices	Nil	Nil	NA	Nil	Nil	NA
Other	Nil	Nil	NA	Nil	Nil	NA

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	Nil	NA
Forced recalls	Nil	NA

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

   Yes, the Company has a policy on cyber security and risk related to data privacy, which is available on the Company's website at www.texmaco.in.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services. **None**

7. Provide the following information relating to data breaches:

   a. Number of instances of data breaches along-with impact: **NIL**

   b. Percentage of data breaches involving personally identifiable information of customers: **NIL**

   c. Impact, if any, of the data breaches: **Not Applicable**

Leadership Indicator

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

   The information relating to work and businesses are available on the Company's website at www.texmaco.in.

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services. **Not Applicable**

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services. **Not Applicable**

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No). **Not Applicable**

Independent Auditor's Report

To

The Members of

TEXMACO RAIL & ENGINEERING LIMITED

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

1. We have audited the accompanying standalone financial statements of **TEXMACO RAIL & ENGINEERING LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows, the Statement of Changes in Equity and notes to the financial statements for the year then ended on that date including a summary of material accounting policies and other explanatory information (herein after referred to as "Standalone Financial Statements").

   In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion Paragraph of our report, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, its profit (including Other Comprehensive Income), changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

2. As detailed in Note 1.37 to the Standalone Financial Statements, the company has assessed the current geopolitical situation including possible impact of trade uncertainties, supply chain disruption, escalation of costs and other macro level risks. In order to mitigate the possible impact of these risks the company has created a provision for contingencies by way of charge to its free reserves in the current year. This charge has not been routed through the profit and loss account for reasons stated in the above-mentioned note to accounts. Given the uncertainties involved in this regard, it was not possible to assess the exact time frame of the impact of such risks.

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Procedures Performed
Revenue Recognition for long term projects The Company's significant portion of business is undertaken through long term engineering, procurement and construction contracts. Revenue from these contracts is recognized over a period of time in accordance with the requirements of Ind AS 115, Revenue from Contracts with Customers. Due to the nature of the contracts, revenue recognition involves usage of percentage of completion method which is determined based on proportion of contract costs incurred to date compared to estimated total contract costs, which involves significant judgments, identification of contractual obligations and the Company's rights to receive payments for performance completed till date, changes in scope and consequential revised contract price and recognition of the liability for loss making contracts/ onerous obligations. Accuracy of revenues and onerous obligations, profits may deviate significantly on account of change in judgements and estimates.	Our audit procedures included the following: ● We evaluated the Company's accounting policies pertaining to revenue recognition and assessed compliance with the policies in terms of Ind AS 115-Revenue from Contracts with Customers. ● We identified and tested controls related to revenue recognition and our audit procedure focused on determination of progress of completion, recording of costs incurred and estimation of costs to complete the remaining contract obligations through inspection of evidence of performance of these controls. ● We tested on a sample basis, and inspected the underlying customer contracts, performed retrospective review of costs incurred with estimated costs to identify significant variations and assessed whether those variations were considered in estimating the remaining costs to complete and consequential determination of stage of completion, which formed the basis of revenue recognition under the input method. We reviewed the management's evaluation process to recognize revenue over a period of time, the status of completion for projects and total cost estimates. We analysed the forecast of sample contracts arising from contract modifications and current ongoing negotiations and settlements that may impair the profitability of such contracts as well as the collectability of such contracts by reference to the recent credit review assessment of the customer prepared by management. ● We inspected contracts with exceptions including contracts with low or negative margins, loss making contracts, contracts with significant changes in planned cost estimates, probable penalties due to delay in contract execution and significant overdue net receivable positions for contracts with marginal or no movement to determine the level of provisioning required. We assessed that the contractual positions and revenue for the year were presented and disclosed in the financial statements.
Contingent Liabilities The Company operates in a complex tax environment and is required to discharge direct and indirect tax obligations under various legislations such as Income Tax Act, 1961, the Finance Act, 1994, Goods and Services Tax Acts and VAT Acts of various states. The tax authorities under these legislations have raised certain tax demands on the Company in respect of the past periods. The Company has disputed such demands and has appealed against them at appropriate forums. As at March 31, 2026 the Company	**Principal Audit Procedures** In assessing the exposure of the Company for the tax litigations, we have performed the following procedures: ● Obtained an understanding of the process laid down by the management for performing their assessment taking into consideration past legal precedents, changes in laws and regulations, expert opinions obtained from external tax / legal experts (as applicable);

Key Audit Matter	Procedures Performed
has an amount of Rs. 17,848.96 Lakhs involved in various pending tax litigations. Ind AS 37 requires the Company to perform an assessment of the probability of economic outflow on account of such disputed tax matters and determine whether any particular obligation needs to be recorded as a provision in the books of account or to be disclosed as a contingent liability. Considering the significant degree of judgement applied by the management in making such assessments and the resultant impact on the financial statements, we have considered it to be an area of significance for our audit.	• Assessed the processes and entity level controls established by the Company to ensure completeness of information with respect to tax litigations; • Along with our tax experts, we undertook the following procedures: • Reading communications with relevant tax authorities including notices, demands, orders, etc., relevant to the ending litigations, as made available to us by the management; • Testing the accuracy of disputed amounts from the underlying communications received from tax authorities and responses filed by the Company; • Considered the submissions made to appellate authorities and expert opinions obtained by the Company from external tax / legal experts (wherever applicable) which form the basis for management's assessment; • Assessed the positions taken by the management in the light of the aforesaid information and based on the examination of the matters by our tax experts. Read the disclosures included in the financial statements in accordance with Ind AS 37.

Other Information

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis; Board's Report including Annexures to Board Report, Business Responsibility Report, Corporate Governance and Shareholders' Information but does not include the standalone financial statements and our auditor's report thereon. The aforesaid documents are expected to be made available to us after the date of this auditor's report.

6. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

7. In connection with our audit of the standalone financial statements, our responsibility is to read the other information when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

8. When we read the aforesaid documents, if we conclude that there is a material misstatement therein, we are required to communicate the matters to those charged with governance.

Management's Responsibility for the Standalone Financial Statements

8. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

9. In preparing the financial statements, management is responsible for assessing the Company's ability to

continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

10. The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

11. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

12. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtained an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

13. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

14. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matters or when we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

16. Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope

of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

Report on Other Legal and Regulatory Requirements

17. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub –section (11) of section 143 of the Act, we give in the Annexure - A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

18. As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income) and the Cash Flow Statement, Statement of Changes in Equity dealt with by this report are in agreement with the books of account.

(d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

According to the information and explanations given to us and based on our examination of the records of the Company, the managerial remuneration paid/provided by the Company to its directors during the year ended 31st March 2026 is in accordance with the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 1.36 of the standalone financial statements.

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

d. (I) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of

Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.

(b) The Company has neither declared nor paid any interim dividend during the year.

(c) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

f. Based on our examination which included test checks, the company has used accounting software for maintaining its books of account for the financial year ended March 31, 2026 which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For **L. B. Jha & Co. LLP**
Chartered Accountants
Firm Registration No: 301088E / E300295

(Ranjan Singh)
Partner
Membership No. 305423
UDIN: 26305423HVLVMY3305

Place: Kolkata
Date: 12.05.2026

ANNEXURE- A: TO THE INDEPENDENT AUDITOR'S REPORT to the Members of TEXMACO RAIL & ENGINEERING LIMITED

[Referred to in paragraph 17of the Auditors' Report of even date]

(I) (a)(A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) As explained to us, the company has a system of verifying all its major Property, Plant & Equipment over a period of three years. The Property, Plant and Equipment so scheduled for verification during this year have been physically verified. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of accounts.

(c) According to the information and explanations given to us and the records of the Company examined by us, the title deeds of the immovable properties of the Company are held in the name of the Company except the immovable properties which were owned by companies demerged/ merged with the Company under the scheme of arrangements approved by the appropriate authorities which are still held in the name of the erstwhile companies. Details of these companies are given below.

Particulars	Description of item of property	Gross carrying value (₹ in lakhs)	Year in Service	Title deeds held in name of	Title Deed Holder	Year since Property held	Reason for not being held in the name of the company
Property, Plant & Equipment	**Land**						
	i) Belgharia & Agarpara	456.92	Since 1944	Textile Machinery Corporation Ltd. Texmaco Ltd. now known as Texmaco Infrastructure & Holdings Ltd.	Promoter	1944	Held in the name of pre-demerged entity.
	ii) Sodepur	56.16	1999	Texmaco Ltd. now known as Texmaco Infrastructure & Holdings Ltd.	Promoter	1999 & 2000	
	iii) Panihati	835.13	2006		Promoter	2006	
	iv) Land at Karjan, Gujarat	26,057.73	2024	Jindal rail infrastructure limited	Earlier Promoter	8th Oct, 2024	Held in the name of Previous owner
	Building						
	i) Flat no. 6A, Mandeville court, 1-D, Mandeville Garden, Kolkata-700019. Area - 1333 Sq. Ft.	14.86	2000	Texmaco Ltd. now known as Texmaco Infrastructure & Holdings Ltd.	Promoter	2000	Held in the name of pre-demerged entity.
	iii) Flat at 1st Floor, 1/115, Gariahat Road, Kolkata-700068 Area -1318 Sq Ft.	14.59	2007		Promoter	2007	
Investment Property	**Land** i) Sodepur	35.32	2020	Texmaco Ltd. now known as Texmaco Infrastructure & Holdings Ltd.	Promoter	2020	Held in the name of pre-demerged entity.

(d) According to the information and explanations given to us and the records of the company examined by us, the Company has not revalued any of its Property, Plant and Equipment or Intangible assets during the year.

(e) According to the information and explanations given to us no proceeding has been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. (a) The inventory has been physically verified by the management during the year. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of account. In our opinion, the frequency of verification is reasonable.

(b) According to the information and explanations given to us and the records of the company examined by us, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets; the quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company.

(iii) (a) According to the information and explanations given to us and based on the audit procedures conducted by us, the Company has granted unsecured loans to subsidiary companies, which are parties covered in the register maintained under section 189 of the Companies Act, 2013. The terms and conditions of these loans in our opinion are not prima-facie prejudicial to the interests of the Company.

(A) the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans to subsidiaries and associates are given as follows –

Relationship with the Company	Aggregate amount given during the year (₹ in Lakhs) (excluding interest)	Balance outstanding at the balance sheet data (₹ in Lakhs) (excluding interest)
Subsidiary	580.56	1265.96

(B) The Company has granted unsecured loans to parties other than its subsidiary companies and joint ventures.

Relationship with the Company	Aggregate amount given during the year (₹ in Lakhs) (excluding interest)	Balance outstanding at the balance sheet data (₹ in Lakhs) (excluding interest)
Others	11.02	322.55

(b) As the Company is charging interest against these loans; the terms and conditions of these loans in our opinion are not prima-facie prejudicial to the interests of the Company. However, since two of the subsidiary companies are yet to start their operation, interest from these companies against the outstanding loan are not yet received.

(c) There is no stipulation regarding recovery of loans as these loans are repayable on demand.

(d) The aforesaid loans being repayable on demand, there is no amount overdue for more than ninety days in respect of recovery of principal and interest of the above loans.

(e) Since all the above loans are repayable on demand, reporting under this clause is not applicable.

(f) According to information and explanation given to us and records of the Company examined by us, details of loans repayable on demands are as per below given

(₹ in lakhs)

Particuars	All Parties	Promoters	Related Parties
Aggregate amount of loans/ advances in nature of loans			
- Repayable on demand (A)	591.59	-	580.56
- Agreement does not specify any terms or period of repayment (B)	-	-	
Total (A+B)	**591.59**	**-**	**580.56**
Percentage of loans/ advances in nature of loans to the total loans	100%	-	100%

iv. According to the information and explanations given to us and the records of the Company examined by us, the provisions of section 185 and 186 of the Companies Act, 2013, have been complied with in respect of loans, investments guarantees and securities given by the Company.

v. The Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the rules framed there under. Further, no orders have been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal which could impact the Company.

vi. We have broadly reviewed the books of accounts maintained by the Company pursuant to the order made by the Central Government for the maintenance of cost records under section 148(1) of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, carried out any detailed examination of such records and accounts.

vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income-tax, duty of customs, goods and services tax, cess and any other statutory dues, as applicable, with the appropriate authorities.

(b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of Customs, Central Excise, Service Tax, Entry Tax, Income Tax and Value Added Tax as at 31st March 2026 which have not been deposited on account of a dispute are as follows:

Name of the statute	Nature	Period to which the amount relates	Amount (Rs. in lakhs)	Forum Where Pending
Central Sales Tax Act	CST Act	2005-2006	157.09	Additional Commissioner.
Central Sales Tax Act	CST Act	2006-2007 to 2009-2010	1,312.44	Appellate and Revisional Board.
Customs Act, 1962	Customs Duty	13-08-03	111.67	Central Excise, Commissioner
MP VAT Act, 2002	Entry Tax	2009-10	2.53	Appellate Authorities, Bhopal
Goods & Service Tax Act, 2017	GST	2017-18	318.00	Appellate Authority, Himachal Pradesh
Goods & Service Tax Act, 2017	GST	2017-18 to 2023-24	51.45	Appellate Authority, West Bengal
Goods & Service Tax Act, 2017	GST	2015-16 to 2017-18	21.37	Assistant Commisioner, GST
Goods & Service Tax Act, 2017	GST	2019-20	10.80	Superintendent of CGST & Central Excise, Range-III
Goods & Service Tax Act, 2017	GST	FY 2020-21	0.84	Assistant Commissioner Bengaluru
Goods & Service Tax Act, 2017	GST	FY 2020-21	65.27	Assistant Commissioner of Commercial Taxes, LGSTO-155, Ramanagara
Goods & Service Tax Act, 2017	GST	FY 2021-22 to FY 2022-23	171.41	Assistant Commissioner of State Tax Madhya Pradesh
Goods & Service Tax Act, 2017	GST	FY 2018-19	30.85	Assistant Commissioner of State Tax, Sangrur
Goods & Service Tax Act, 2017	GST	FY 2018-19	75.53	Assistant Commissioner Sangrur : Patiala
Goods & Service Tax Act, 2017	GST	FY 2017-18	47.49	Assistant Commissioner, Circle-E, Kota
Goods & Service Tax Act, 2017	GST	2019-20 to 2022-23	2.58	Commercial Tax Officer (Enforcement)-03, SZ, Bangalore
Goods & Service Tax Act, 2017	GST	FY 2019-20	2.00	Deputy Commissioner, DGSTO 2, Banglaru Karnataka
Goods & Service Tax Act, 2017	GST	FY 2019-20	180.42	Excise and Taxation Officer, Gurgaon (South) Ward 1:Gurgaon
Goods & Service Tax Act, 2017	GST	2023-24 to 2025-26	472.04	State Tax Officer, Ghatak 103 (Gandhidham):Range-25: Division-12:Gujarat
Goods & Service Tax Act, 2017	GST	2023-24	55.31	State Tax Officer, Jurisdiction: CHAKALA_601, SAKINAKA, MUMBAI_NORTH, Maharashtra
Goods & Service Tax Act, 2017	GST	FY 2017-18 to FY 2018-19	380.42	Stay received from High Court
Goods & Service Tax Act, 2017	GST	FY 2018-19 to FY 2019-20	7.34	Superintendent Jurisdiction: GST & CX Range - Chakradharpur
Goods & Service Tax Act, 2017	GST	2018-19	24.69	The Asst. Commissioner
Goods & Service Tax Act, 2017	GST	July-17 to 2021-22	104.05	The Deputy Commissioner
Rajasthan TRANS-1	GST, TRANS-1 Tax Penalty	2017-18	79.92	Assistant Commisionor Sales Tax
Tamil Nadu VAT Act, 2006	Sales Tax	2010-11 to 2012-13	175.39	Commercial Tax Officer (Enforcement) Group-1, Office of the Asst. Commissioner (CT) (Enforcement) Cuddalore

Name of the statute	Nature	Period to which the amount relates	Amount (₹ in lakhs)	Forum Where Pending
West Bengal VAT Act, 2003	Sales Tax	2014-15	15.75	Deputy Commissioner of Commercial Taxes, Ballygunge Charge, Kolkata
Maharashtra Value Added Tax Act, 2002	Sales Tax	2014-15 to 2017-18	362.78	Dy. Commissioner of Sales Tax, Mumbai
Finance Act, 1994	Service Tax	2005-2011	5,734.46	Calcutta High Court
Finance Act, 1994	Service Tax	26-03-18	25.69	Commissioner (Appeal), KOL
The Central Excise Act, 1944	Excise	2008-09 to 2009-10	66.39	CESTAT - Kolkata
The Central Excise Act, 1944	Excise	2020-21	162.35	The Assistant Commissioner of Central GST & CX
The Customs Act, 1986	Customs Duty	2020-21	75.99	Commissioner of Customs (Appeals)
The West Bengal VAT Act, 2003	VAT	AY 2012-13	5.47	Appellate Authorities, West Bengal
CG VAT Act	VAT	FY 2015-16 to FY 2016-17	39.58	Assessment Commissioner Raipur
UP Trade Tax Act	VAT	2008-09 to 2010-11	95.78	Section 11 of U P Trade Tax Act
Value Added Tax Act	VAT	2005-2006	197.17	Additional Commissioner.
Value Added Tax Act	VAT	2008-09 to 2009-10	4,294.37	Appellate and Revisional Board.
MP VAT Act, 2002	VAT	2009-10	22.73	Appellate Authorities, Bhopal
MP VAT Act, 2002	VAT	2009-10	3.13	Second Appellate Authorities, Bhopal
West Bengal VAT Act, 2003	VAT	2012-13 to 2017-18	2,679.55	West Bengal Taxation Tribunal
GST Act	GST	FY 2020-21	74.07	Commissioner Appeals State Tax, Gujarat
Income Tax Act,1961	Payment made through bank account in the name of Employee	2011-2014	97.96	CIT(Appeal)
Income Tax Act,1961	Disallowance of non-genuine purchase	2009-10	4.27	Commissioner of Income Tax (appeal)
Income Tax Act, 1961	Income Tax	AY 2009-10	30.57	High Court, Bombay
		Total	**17,848.96**	

viii There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix. (a) According to the information and explanations given to us and the records of the Company examined by us, the Company has not defaulted in repayment of loans or in the payment of interest to lenders during the year.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) According to the information and explanations given to us the Company has applied the term loans for the purpose for which the loans were obtained.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) According to the information and explanations given to us the Company has not taken any funds from any entity or person on account of or to meet the obligations its subsidiaries or joint ventures, hence reporting under this clause is not applicable.

(f) According to the information and explanations given to us the Company has not raised loans during the year on the pledge of securities held in its any subsidiaries or joint ventures, hence reporting under this clause is not applicable.

x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under this clause is not applicable.

(b) During the year, the Company allotted equity shares pursuant to the conversion of convertible warrants issued on a preferential basis. Based on our examination of the records of the Company and according to the information and explanations given to us, the Company has complied with the requirements of Sections 42 and 62 of the Companies Act, 2013 in respect of such allotment. The funds raised pursuant to the preferential issue have been utilized for the purposes for which they were raised.

xi. (a) During the course of our examination of the books, records and Minutes of the Board and Committees of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) According to the information and explanations given to us and the records of the Company examined by us, the Company has not received any complaints from any whistle-blower during the year (and up to the date of this report) and hence reporting under this clause is not applicable.

xii. The Company is not a Nidhi Company and hence reporting under this clause is not applicable.

xiii. According to the information and explanations given to us and the records of the Company examined by us, the company has complied with the requirements of sections 177 and 188 of the Act with respect to its transactions with the related parties. Pursuant to the requirement of the applicable Accounting Standard, details of the related party transactions have been disclosed in Note 1.41 of the standalone financial statements for the year under audit.

xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

xv. In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. (a)&(b) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clauses 3(xvi)(a) & (b) is not applicable.

(c) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and hence reporting under this clause is not applicable.

xvii. The Company has not incurred cash losses during the current and the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors of the Company during the year.

xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. (a) According to information and explanation given to us and records of the Company examined by us, there is no fund lying unspent for projects other than the ongoing projects.

(b) According to information and explanation given to us and records of the Company examined by us, there is CSR fund amounting ₹ 55.93 lakhs lying unspent and the same has been transferred to a special account opened with the ICICI Bank in compliance with the provision of sub-section (6) of section 135 of the Act.

xxi. According to information and explanation given to us, and based on reports of components auditors there has been no qualification or adverse report in CARO 2020 in any of joint ventures.

For **L. B. Jha & Co. LLP**
Chartered Accountants
Firm Registration No: 301088E / E300295

(Ranjan Singh)
Partner
Membership No: 305423
UDIN: 26305423HVLVMY3305

Place: Kolkata
Date: 12.05.2026

ANNEXURE- B TO THE INDEPENDENT AUDITOR'S REPORT To the Members of TEXMACO RAIL & ENGINEERING LIMITED

[Referred to in paragraph 19 (f) of the Independent Auditor's Report of even date]

Report on the Internal Financial Control under Clause (i) of Sub–section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. We have audited the internal financial controls over financial reporting of **Texmaco Rail & Engineering Limited** ("the Company") as of 31st March, 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Control

2. The Company's management is responsible for establishing and maintaining internal financial control based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the "Guidance Note" and the Standard on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting includes obtaining an understanding of internal financial control over financial reporting, assessing the risk that a material Weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedure selected depends on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statement, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Control over Financial Reporting

6. A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that

a) Pertain to the maintenance of the records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

b) provide reasonable assurance that the transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditure of the Company are being made only in accordance with authorization of management and directors of company; and

c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Control over Financial Reporting

7. Because of inherent limitation of internal financial control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to errors or fraud may occur and not be detected. Also, projections of any evaluations of the internal financial control over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respect, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2026, based on the internal control over financial reporting criteria established by the company considering, the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting, issued by ICAI.

For **L.B. Jha & Co. LLP**
Chartered Accountants
(Registration number: 301088E / E300295)

(Ranjan Singh)
Partner
Membership number 305423
UDIN: 26305423HVLVMY3305

Place: Kolkata
Date: 12.05.2026

Balance Sheet as at 31st March, 2026

(₹ in Lakhs)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
I ASSETS			
(1) Non-Current Assets			
(a) Property, Plant & Equipment	1.01	84,287.49	41,378.85
(b) Right-of-Use Assets	1.02a	1,185.68	905.61
(c) Capital Work-In-Progress	1.02b	2,994.83	3,029.25
(d) Investment Property	1.02c	2,538.27	2,624.33
(e) Goodwill	1.03a	5,630.08	-
(f) Other Intangible Assets	1.03b	326.21	12.33
(g) Intangible Assets Under Development	1.03c	-	39.28
(h) Financial Assets			
(i) Investments	1.04	17,064.91	75,393.54
(ii) Bank Balance	1.05	797.84	1,157.91
(iii) Others	1.06	659.18	844.90
(i) Other Non Current Assets	1.08	852.08	1,185.96
		1,16,336.57	**1,26,571.96**
(2) Current Assets			
(a) Inventories	1.09	86,647.56	65,202.45
(b) Financial Assets			
(i) Investments	1.10	19,708.85	8,259.22
(ii) Trade Receivables	1.11	1,24,377.82	1,14,590.97
(iii) Cash & Cash Equivalents	1.12	5,533.85	3,527.17
(iv) Bank Balances other than (iii) above	1.13	13,925.96	15,226.26
(v) Loans	1.14	1,682.98	984.56
(vi) Others	1.14a	2,393.65	1,991.16
(c) Current Tax Assets (Net)	1.15	1,791.11	644.91
(d) Other Current Assets	1.16	1,07,193.41	1,02,851.35
		3,63,255.19	**3,13,278.05**
TOTAL ASSETS		**4,79,591.76**	**4,39,850.01**
II EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share Capital	1.17	4,068.65	3,994.67
(b) Other Equity	1.18	2,28,939.43	2,63,189.35
(2) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	1.19	18,504.71	32,903.58
(ii) Lease Liabilities	1.19a	690.11	714.03
(b) Provisions	1.20	1,369.47	1,098.62
(c) Deferred Tax Liabilities (Net)	1.07	4,666.50	1,323.02
(d) Other Non Current Liabilities	1.21	737.33	4,285.07
		25,968.12	40,324.32
(3) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	1.22	54,941.02	53,472.51
(ii) Lease Liabilities	1.22a	50.52	46.96
(iii) Trade Payables	1.23		
(A) Total Outstanding Dues of Micro Enterprises and Small Enterprises		351.59	-
(B) Total Outstanding Dues of Creditors Other Than Micro Enterprises and Small Enterprises		59,325.41	58,217.78
(iv) Other Financial Liabilities	1.24	2,530.88	2,679.94
(b) Other Current Liabilities	1.25	29,500.65	11,804.94
(c) Provisions	1.26	73,915.49	6,119.54
		2,20,615.56	**1,32,341.67**
TOTAL EQUITY AND LIABILITIES		**4,79,591.76**	**4,39,850.01**
Material Accounting Policies & Notes	B		

Notes referred to above form an integral part of the Financial Statements
In terms of our Report of even date attached herewith.

For **L. B. Jha & Co. LLP**
Chartered Accountants
Firm Registration No: 301088E / E300295

Ranjan Singh
Partner
Membership No.305423
F2/2, Gillander House
8, Netaji Subhas Road
Kolkata- 700 001
Dated: 12th May, 2026

Sandeep K. Sultania
Company Secretary

K. K. Rajgaria
C.F.O

Directors
S.K.Poddar
Utsav Parekh
Indrajit Mookerjee
Sudipta Mukherjee
A.K.Vijay

Statement of Profit and Loss for the year ended 31st March, 2026

(₹ in Lakhs)

Particulars	Note No.	Year Ended 31.03.2026	Year Ended 31.03.2025
I Revenue From Operations	1.27	4,37,139.89	4,23,397.95
II Other Income	1.28	5,149.91	9,692.72
III Total Income		**4,42,289.80**	**4,33,090.67**
IV EXPENSES			
Cost of Materials Consumed	1.29	3,33,984.85	3,19,461.79
Changes in Inventories of Finished Goods and Work-In-Progress	1.30	(1,229.91)	7,165.55
Employee Benefits Expense	1.31	18,167.38	15,684.59
Finance Costs	1.32	12,200.56	12,182.18
Depreciation and Amortization Expenses	1.33	4,609.33	3,433.53
Other Expenses	1.34	47,152.49	49,300.19
Total Expenses		**4,14,884.70**	**4,07,227.83**
V Profit/(Loss) Before Exceptional Items and Tax (III-IV)		**27,405.10**	**25,862.84**
VI Exceptional Items		302.26	-
VII Profit/(Loss) Before Tax (V-VI)		**27,102.84**	**25,862.84**
VIII Tax Expenses			
(a) Current Tax		4,746.00	4,888.00
(b) MAT Credit Utilized/(Entitlement)		1,302.00	3,484.94
(c) Deferred Tax		2,745.51	137.12
(d) Income Tax Paid Related to Earlier Years		(390.47)	139.52
		8,403.04	**8,649.58**
IX Profit/(Loss) for the Period From Continuing Operations (VII-VIII)		**18,699.80**	**17,213.26**
X Other Comprehensive Income	1.35		
(a) Items that will not be reclassified to profit or loss		242.13	(35.23)
(b) Items that will be reclassified to profit or loss		189.17	7.37
Total Other Comprehensive Income (a+b)		**431.30**	**(27.86)**
XI Total Comprehensive Income for the Period (IX+X)		**19,131.10**	**17,185.40**
XII Earnings per Equity Share (Face value of ₹1 each)	1.42		
(a) Basic		4.64	4.31
(b) Diluted		4.64	4.29
Material Accounting Policies & Notes	B		

Notes referred to above form an integral part of the Financial Statements
In terms of our Report of even date attached herewith.

For **L. B. Jha & Co. LLP**
Chartered Accountants
Firm Registration No: 301088E / E300295

Ranjan Singh
Partner
Membership No.305423
F2/2, Gillander House
8, Netaji Subhas Road
Kolkata- 700 001
Dated: 12th May, 2026

Sandeep K. Sultania
Company Secretary

K. K. Rajgaria
C.F.O

Directors
S.K.Poddar
Utsav Parekh
Indrajit Mookerjee
Sudipta Mukherjee
A.K.Vijay

Statement of Cash Flows for the year ended 31st March, 2026

(₹ in Lakhs)

	Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
A)	**Cash Flows from Operating Activities:**		
	Net Profit before Taxation & Exceptional Items	**27,405.10**	**25,862.84**
	Adjustments for:		
	Depreciation & Amortization	4,609.33	3,433.53
	Interest Paid	12,200.56	12,182.18
	Bad Debt Written off	161.26	464.28
	Provision and Excess Liabilities Written Back/(Written Off)	-	(87.60)
	Interest Received	(2,472.18)	(2,840.81)
	Income From Investments	(16.69)	(2,551.54)
	Profit on Sale of Current Investments (Net)	(151.95)	(783.47)
	Gain on Fair Value of Bonds/Mutual Funds	(675.42)	(681.47)
	Loss/(Profit) on Sale of Property, Plant and Equipment (Net)	17.43	(121.00)
		13,672.34	**9,014.10**
	Operating Profit before Working Capital Changes & Exceptional Items	**41,077.44**	**34,876.94**
	(Increase)/Decrease in Trade & Other Receivables	(14,745.40)	(13,580.51)
	(Increase)/Decrease in Inventories	(21,445.11)	7,162.20
	Increase/(Decrease) in Trade Payables & Other Liabilities	13,606.76	(18,114.58)
		(22,583.75)	**(24,532.89)**
	Cash Generated from/(used in) Operations	**18,493.69**	**10,344.05**
	Direct Taxes Paid	(6,205.76)	(3,975.53)
	Cash Flow before Exceptional Items	**12,287.93**	**6,368.52**
	Exceptional Items	(302.26)	-
	Net Cash Generated from/(used in) Operating Activities	**11,985.67**	**6,368.52**
B)	**Cash Flows From Investing Activities**		
	Sale/(Purchase) of Property, Plant & Equipment	(47,467.98)	(8,305.47)
	(Purchase)/Sale of Investments (Net)	47,892.91	(41,419.42)
	Bank Deposits(Includes having original maturity more than three months)	1,660.37	25,956.99
	Interest Received	2,123.59	2,810.74
	Amalgamation of Texmaco West Rail Limited	3,351.31	-
	Dividend Received	16.69	2,551.54
	Net Cash Generated from/(used in) Investing Activities	**7,576.89**	**(18,405.62)**
C)	**Cash Flows From Financing Activities**		
	Receipt/(Payment) of Long Term Borrowings	(14,398.87)	8,731.96
	Receipt/(Payment) of Short Term Borrowings	1,468.51	14,672.36
	Proceeds/ (Utilisation) from Issue of Share Warrants	(3,569.18)	3,750.00
	Increase/(Decrease) in Share Capital	73.98	-
	Increase/(Decrease) in Securities Premium	14,202.76	(313.46)
	(Repayment of)/Addition to Lease Liabilities	(300.43)	162.22
	Interest Paid	(12,231.47)	(12,138.01)
	Dividend Paid	(2,990.35)	(1,997.79)
	Net Cash Generated from/(used in) Financing Activities	**(17,745.05)**	**12,867.28**
D)	**Changes in Foreign Currency Translation arising from Foreign Operations**	**189.17**	**7.37**
	Net Increase/(Decrease) in Cash and Cash Equivalents	2,006.68	837.55
	Cash and Cash Equivalents at the beginning of the period	3,527.17	2,689.62
	Cash and Cash Equivalents at the end of the period	5,533.85	3,527.17
	Note:		
	(1) Details of Cash and Cash Equivalents		
	(a) Balances with banks		
	- Current Accounts	3,112.57	3,485.63
	(b) Cheques on hand	2,394.21	-
	(c) Cash on hand	27.07	41.54
		5,533.85	**3,527.17**

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind AS 7 (Statement of Cash Flow)
Notes referred to above form an integral part of the Statement of Cash Flow

(₹ in Lakhs)

Movement for the year ended March 31, 2026

Particulars	As at 31st March 2025	Net Cash Flow	Others	As at 31st March 2026
Long Term Borrowings				
Term Loan	32,894.34	(14,391.21)	-	18,503.13
Car Loan	9.24	(7.66)	-	1.58
Lease Liabilities	714.03	-	(23.92)	690.11
Short Term Borrowings				
Cash Credit	44,697.61	(3,455.61)	-	41,242.00
Term Loan	8,764.79	4,597.04	-	13,361.83
Car Loan	10.11	327.08	-	337.19
Lease Liabilities	46.96	-	3.56	50.52
Total	**87,137.08**	**(12,930.36)**	**(20.36)**	**74,186.36**

Note: The Company has disclosed Proceeds and Repayment of Borrowings on Net Basis in Cash Flow Statement

In terms of our Report of even date attached herewith.
For **L. B. Jha & Co. LLP**
Chartered Accountants
Firm Registration No: 301088E / E300295
Ranjan Singh
Partner
Membership No.305423
F2/2, Gillander House
8, Netaji Subhas Road
Kolkata- 700 001
Dated: 12th May, 2026

Sandeep K. Sultania
Company Secretary

K. K. Rajgaria
C.F.O

Directors
S.K.Poddar
Utsav Parekh
Indrajit Mookerjee
Sudipta Mukherjee
A.K.Vijay

Statement of Changes in Equity for the year ended 31st March, 2026

a. Equity Share Capital

(₹ in Lakhs)

Particulars	Issued, Subscribed Paid up Capital
Balance as at 31.03.2024	**3,994.67**
Add: Change in Equity Share Capital during the year	-
Balance as at 31.03.2025	**3,994.67**
Add: Change in Equity Share Capital during the year	73.98
Balance as at 31.03.2026	**4,068.65**

b. Other Equity

(₹ in Lakhs)

	Reserves and Surplus				Other Comprehensive Income			Total
	Capital Reserve	Securities Premium Account	General Reserve	Retained Earnings	Equity instruments/ retained benefits/ income in Associates and Joint Ventures through other comprehensive income	Exchange differences on translating the financial statements of a foreign operation	Money received against share warrants	
Balance as at 1st April, 2024	**1,626.60**	**1,65,311.88**	**49,205.30**	**28,082.62**	**155.17**	**183.19**	**-**	**2,44,564.76**
Profit for the year	-	-	-	17,213.26	-	-	-	17,213.26
Other Comprehensive Income for the year	-	-	-	-	0.15	7.37	-	7.52
Money Received against Share Warrants	-	-	-	-	-	-	3,750.00	3,750.00
Adjusments for Rights Issue/Preferential/ QIP expenses	-	(313.47)	-	-	-	-	-	(313.47)
Dividend on Equity Shares	-	-	-	(1,997.34)	-	-	-	(1,997.34)
Remeasurement of the net defined benefit plan	-	-	-	(35.38)	-	-	-	(35.38)
Transfer to / (from) General Reserve	-	-	200.00	(200.00)	-	-	-	-
Balance as at 31st March, 2025	**1,626.60**	**1,64,998.41**	**49,405.30**	**43,063.16**	**155.32**	**190.56**	**3,750.00**	**2,63,189.35**
Profit for the year	-	-	-	18,699.80	-			
Appropriation of Money Received Against Share Warrants	180.82	-	-	-	-	-	(180.82)	-
Issuance of Equity Shares & Securities Premium against Money Received in Share Warrants	-	14,202.76	-	-	-	-	-	14,202.76
Amalgamation of a Subsidiary	-	-	-	8,981.40	-	-	-	8,981.40
Other Comprehensive Income for the year	-	-	-	-	186.54	189.17	-	375.71
Money Received against Share Warrants	-	-	-	-	-	-	10,707.56	10,707.56
Allotment of Equity Shares and Securities Premium	-	-	-	-	-	-	(14,276.74)	(14,276.74)
Dividend on Equity Shares	-	-	-	(2,996.00)	-	-	-	(2,996.00)
Remeasurement of the net defined benefit plan	-	-	-	55.59	-	-	-	55.59
Provision for Contingencies	-	-	(49,405.30)	(20,594.70)	-	-	-	(70,000.00)
Balance as at 31st March, 2026	**1,807.42**	**1,79,201.17**	**-**	**47,209.25**	**341.86**	**379.73**	**-**	**2,28,939.43**

Notes referred to above form an integral part of the Financial Statements
In terms of our Report of even date attached herewith.

For **L. B. Jha & Co. LLP**
Chartered Accountants
Firm Registration No: 301088E / E300295

Ranjan Singh
Partner
Membership No.305423
F2/2, Gillander House
8, Netaji Subhas Road
Kolkata- 700 001
Dated: 12th May, 2026

Sandeep K. Sultania
Company Secretary

K. K. Rajgaria
C.F.O

Directors
S.K.Poddar
Utsav Parekh
Indrajit Mookerjee
Sudipta Mukherjee
A.K.Vijay

Notes to Financial Statement

A. CORPORATE INFORMATION

Texmaco Rail & Engineering Limited, ("the Company") incorporated on 25th June 1998 has its Registered Office at Belgharia, Kolkata 700056. The Company is listed on the National Stock Exchange of India Limited, Bombay Stock Exchange Limited.

The Company manufactures a diverse range of products viz. Railway Freight Cars, Hydro-mechanical Equipment & Industrial Structural's, Loco Components and Loco Shells, Steel Girders for Railway Bridges, Steel Castings, and Pressure Vessels, etc. along with EPC contracts for Execution of Railway Track, Signaling & Telecommunication Projects, Rail Electrification & Automatic Fare Collection etc. on turnkey basis.

B. MATERIAL ACCOUNTING POLICIES

(i) Statement of Compliance

These financial statements have been prepared in accordance with Ind AS prescribed under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules as amended from time to time.

(ii) Basis of Accounting

These financial statements have been prepared on the historical cost basis, except for certain financial instruments and defined benefits plans which are measured at fair values at the end of each reporting period. Historical cost is generally based on the value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Functional currency of the Company is in Indian Rupees. These Financial Information are presented in Indian Rupees. All amounts have been rounded off to the nearest Lakhs and rounded off to two decimals except for Earnings Per Share and where mentioned otherwise.

All the assets and liabilities have been classified as current and non-current as per the company's normal operating cycle and criteria set out in Schedule III (Division II) of the Companies Act 2013.

The Company has ascertained it's operating cycle as 12 months for the purpose of current and non- current classification of assets and liabilities.

(iii) Use of Estimates

The preparation of the Financial Statements in conformity with Ind AS requires the management to make estimates, judgments and assumptions. These estimates, judgment and assumptions affect the application of accounting policies and the reported amount of Assets and Liabilities and disclosure of contingent Liabilities on the date of the Financial Statements and reported amounts of revenues and expenses for the year.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised, and future periods are affected.

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities and fair value measurement of financial instruments have been discussed below. Key source of estimation of uncertainty in respect of revenue recognition and employee benefits have been discussed in their respective policies.

Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each year. The policy has been explained under note B (xxii).

(iv) Property, plant and equipment

Property, plant and equipment are carried at the cost of acquisition revalued amount or construction less accumulated depreciation. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management.

Depreciation has been provided on straight line method in accordance with the life of the respective assets as prescribed in Schedule II of the Companies Act, 2013 except certain assets for which useful life of assets has been ascertained based on report of technical experts. All assets costing ₹ 5,000 or below are fully depreciated in the year of addition.

The Company, based on technical assessment made by technical expert and management estimate,

Notes to Financial Statement

depreciates Building and Plant & Equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The Management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. The estimated useful lives and residual value are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis. The estimated useful lives are as mentioned below:

· Buildings (Site Office)	3 years
· Buildings/Investment Property	30 to 60 years
· Roads	5 to 10 years
· Railway Sidings	15 to 30 years
· Electrical Machinery	10 to 20 years
· Plant & Equipment	5 to 17 years
· Furniture	10 years
· Office Equipment	5 years
· Computers	3 years
· Motor Vehicles	8 years
· Intangible Assets (Softwares)	3 to 6 years

Capital work-in-progress

Capital work-in-progress / Intangible assets under development are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost. Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as Capital Advances.

Investment Properties

Properties that are held for - long term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

(v) Intangible Assets

Intangible Assets are recorded at the consideration paid for acquisition less accumulated amortization and accumulated impairment, if any, Amortization is recognized at Straight Line Basis over their estimated useful life. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses. Intangible assets are amortized on Straight Line Basis over a period of 3 to 6 years.

(vi) Impairment of Non-Financial Assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

(vii) Derivative Financial Instrument

The Company enters into derivative financial instruments to manage its exposure to foreign exchange rate risks, including foreign exchange forward contracts. The Company holds derivative financial instruments such as forward foreign exchange contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterpart for these contracts is generally a bank.

Derivatives are initially recognized at fair value at the date the derivative contracts are entered into and are

Notes to Financial Statement

subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognized to statement profit or loss immediately.

(viii) Financial Instrument

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not measured at fair value through profit or loss, are added/ deducted to the fair value on initial recognition.

All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

(a) Financial assets carried at amortized cost

A Financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Investment in Equity Instruments at fair value through other comprehensive income

Equity investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'.

c) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

d) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

e) Investment in Subsidiaries and Joint Ventures

Investments in Subsidiaries and Joint Ventures are carried at cost less impairment, if any.

f) Impairment

The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortized cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognized if the credit quality of the financial asset has deteriorated significantly since initial recognition.

g) Offsetting Financial Instruments

Financial assets and liabilities are offset, and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

(ix) Measurement of Fair Values

Certain accounting policies and disclosures of the Company require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values.

Fair Values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- **Level 1:** quoted prices (unadjusted) in active markets for identical assets or liabilities.
- **Level 2:** inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- **Level 3:** inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or liability,

Notes to Financial Statement

the company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into a different level of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement

(x) Revenue Recognition

Sales revenue is measured at fair value of the consideration received or receivable and stated at net of GST, trade discounts, and rebates. Income from services is recognized as the services are rendered based on agreement/ arrangement with the concerned parties. Export incentives, certain insurance and other claims, where quantum of accruals cannot be ascertained with reasonable certainty, are accounted on acceptance basis.

a. Revenue from Operations

Revenue from the sale of goods is recognized when the goods are delivered and titles have been passed, at which time all the following conditions are satisfied:

- the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership not effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company;
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.
- Rent Income/Lease Rentals

b. Revenue from construction contracts

Revenue from contract with customers is recognised when a performance obligation is satisfied by transferred of promised goods or services to a customer.

For performance obligation satisfied over time, the revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation.

The progress is measured in terms of a proportion of actual cost incurred to date, to the total estimated cost attributable to the performance obligation.

The company transfers controls of a goods or service over time and therefore satisfies a performance obligation and recognise revenue over a period of time if one of following criteria is met:

(i) The customer simultaneously consumes the benefits of Company's performance or

(ii) The customer controls the assets as it is being created/enhanced by the company's performance or

(iii) There is no alternative use of assets and the company has either explicit or implicit rights of payment considering legal precedents.

Transaction price is the amount of consideration to which company expects to be entitled in exchange for transferring goods or services to a customer. The company includes Variable consideration as part of transaction price when there is basis to reasonably estimate the amount of the variable consideration and when it is probable that a significant reversal of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is resolved. Variable consideration is estimated using the expected value method or most likely amount as appropriate in a given circumstance. Payment terms agreed with a customer are as per business practice and the financing component, if significant, is separated from the transaction price.

Significant judgements are used in:

1. Determining the revenue to be recognised in case of performance obligation satisfied over a period of time, revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation.
2. Determining the expected losses, which are recognised in the period in which such losses become probable based on the expected total contract cost as at the reporting date.
3. Determining the method to be applied to arrive at the variable consideration requiring an adjustment to the price.

Notes to Financial Statement

For contracts where the aggregate of contract cost incurred to-date plus recognised profits (or minus recognised losses as the case may be) exceeds the progress billing, the surplus is shown as contract assets and termed as "unbilled revenue". For contracts where the progress billing exceeds the aggregate of contract cost incurred to-date plus recognised profits (or minus recognised losses as the case may be), the surplus is shown as contract liability and termed as "Advances from customer". The amounts billed on the customer for work performed and are unconditionally due for payment i.e only passage of time is required before payment falls due, are disclosed in the Balance Sheet as trade receivables. The amount of retention money held by customers pending completion of performance milestone is disclosed as part of contract asset and is classified as trade receivables when it became due for payment.

Impairment loss (termed as provision for impairment loss in financial statement) is recognised in the statement of Profit & Loss to the extent the carrying amount of the contract assets exceeds the remaining performance obligations (after deducting the costs that relate directly to fulfil such remaining performance obligations).

c. **Other Income**

Other income comprises of primarily of Interest Income, Dividend Income, Gain/ (Loss) on sale of Investments, Rental Income and Claims (if any).

Interest Income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the asset's net carrying amount on initial recognition.

Dividend Income is recognized as and when right to receive payment is established provided, which is generally after the shareholders approves it in the Annual General Meeting.

Gain/ (Loss) on sale of Current/ Non Current Investments are recognized at the time of redemption/ Sale and at Fair value at each reporting period.

Rent Income/Lease rentals are recognized on accrual basis in accordance with the terms of agreements.

Insurance and other claims are accounted for as and when admitted by the appropriate authorities in view of uncertainty involved in ascertainment of final claim.

(xi) Employee Benefits

The Company's contribution to provident fund, pension fund, employees' state insurance scheme and super-annuation fund are charged on accrual basis to Statement of Profit & Loss.

a. **Short term benefits:**

Short term employee benefits are recognized as an expense at the undiscounted amount in the statement of profit and loss of the year in which the related service is rendered.

b. **Defined contribution retirement benefits:**

Payments to defined contribution retirement benefits are recognized as an expense when employees have rendered services entitling them to the contributions. Defined contribution plans are those plans where the Company pays fixed contributions to funds/schemes managed by independent trusts or authority. Contributions are paid in return for services rendered by the employees during the year. The Company has no legal or constructive obligation to pay further contributions if the fund/scheme does not hold sufficient assets to pay/extend employee benefits. The Company provides Provident Fund facility to all employees. The contributions are expensed as they are incurred in line with the treatment of wages and salaries. The Company's Provident Fund is exempted under section17 of Employees' Provident Fund and Miscellaneous Provision Act, 1952. Conditions for exemption stipulate that the Company shall make good deficiency, if any, in the interest rate declared by the trust vis s-vis interest rate declared by the Employees' Provident Fund Organisation.

c. **Defined benefit retirement benefits:**

The cost of providing defined benefit retirement benefits are determined using the projected unit credit method, with independent actuarial valuations being carried out at the end of each reporting period. The Company provides gratuity to its employees.

Notes to Financial Statement

Remeasurement, comprising actuarial gains and losses, return on plan assets excluding amounts included in net interest on the net benefit liability (asset) and any change in the effect of the asset ceiling (if applicable) are recognized in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Remeasurement recognized in the comprehensive income are not reclassified to the statement of profit and loss but recognized directly in the retained earnings. Past service costs are recognized in the statement of profit and loss in the period in which the amendment to plan occurs. Net interest is calculated by applying the discount rate to the net defined liability or asset at the beginning of the period, taking into account of any changes in the net defined benefit liability (asset) during the period as a result of contribution and benefit payments.

Defined benefit costs which are recognized in the statement of profit and loss are categorized as follows

- Service cost (including current service cost, past service cost as well as gains and losses on curtailments and settlements); and
- Net interest expense or income; and

The retirement benefit obligation recognized in the standalone Balance Sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reduction in future contributions to the plans.

The liability for termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognizes any related restructuring costs.

d. Voluntary Retirement Scheme Benefits

Voluntary retirement scheme benefits are recognized as an expense in the year they are incurred.

(xii) Custom Duty & Goods & Service Tax (GST)

GST Credit availed on Raw materials, Stores and Capital Goods are reduced from the cost of the Respective Goods.

(xiii) Research and Development

Research and Development expenditures of revenue nature are charged to Profit & Loss Account, while capital expenditure is added to the cost of fixed assets in the year in which these are incurred.

(xiv) Valuation of Inventories

Raw materials, work-in-progress and finished products are valued at lower of cost and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes purchase price and all other costs incurred in bringing the inventories to their present location and condition. Cost are assigned to individual items of inventory on weighted average basis.

Stores and Spares are valued on the "weighted average" basis.

(xv) Lease

a. Where the Company is the lessee

Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the present value of lease payments to be made over the lease term, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease agreement period of underlying assets.

If ownership of the leased asset transfers to the company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option

Notes to Financial Statement

reasonably certain to be exercised by the company and payments of penalties for terminating the lease, if the lease term reflects the company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

b. Where the Company is the lessor

Assets subject to operating leases are included in fixed assets. Lease income is recognized in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation are recognized as an expense in the statement of Profit &Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of Profit &Loss.

Assets given under a finance lease are recognized as a receivable at an amount equal to the net investment in the lease. Lease income is recognized over the period of the lease so as to yield a constant rate of return on the net investment in the lease. Initial direct costs relating to assets given on finance leases are charged to statement of Profit & Loss.

(xvi) Foreign Currency Transactions and Exchange Differences

Transactions in currencies other than entity's functional currency (spot rates) are recorded at the rates of exchange prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies (other than derivative contracts) remaining unsettled at the end of the each reporting period are premeasured at the rates of exchange prevailing at that date. Exchange difference on monetary items are recognized in the statement of Profit & Loss in the period in which they arise. Non-monetary items carried at historical cost are translated using exchange rates at the dates of the initial transaction.

(xvii) Provisions, Contingent Liabilities and Contingent Assets

a. Provisions & Warranties

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received, and the amount of the receivable can be measured reliable.

Provisions for the expected cost of warranty obligations under local sale of goods legislation are recognize at the date of sale of the relevant products, at the management's best estimate of the expenditure-required to settle the Company's warranty obligation.

b. Onerous contracts

An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Present obligation arising under onerous contracts are recognized and measured as provisions.

Notes to Financial Statement

c. Contingent liabilities

Contingent liability is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or is a present obligation that arises from past events but is not recognized because either it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or a reliable estimate of the amount of the obligation cannot be made. Contingent liabilities are disclosed and not recognized. In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Guarantees are also provided in the normal course of business. There are certain obligations which management has concluded, based on all available facts and circumstances, are no probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the standalone financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company is involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

d. Contingent Assets

Contingent Assets are neither recognized nor disclosed except when realization of income is virtually certain.

(xviii) Cash & Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of less than three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balance with banks which are unrestricted for withdrawal and usage.

(xix) Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use.

(xx) Segment Reporting

a) Based on the organizational structures and its Financial Reporting System, the Company has classified its operation into four business segments namely Freight Car Division (FCD), Infra - Rail & Green, Infra – Electrical and Real Estate.

b) Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses which are related to the enterprise as a whole and are not allocable to segments on a reasonable basis have been included under un-allocable expenses.

c) Capital Employed to each segment is classified on the basis of allocable assets minus allocable liabilities identifiable to each segment on reasonable basis.

(xxi) Taxation

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognized in statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

a. Current income taxes

The current income tax expense includes income taxes payable by the Company and its branches in India and overseas. The current tax payable by the Company in India is Indian income tax payable on worldwide income. Current income tax payable by overseas branches of the Company is computed in accordance with the tax laws applicable in the jurisdiction in which the respective branch operates. The taxes paid are generally available for set off against the Indian income tax liability of the Company's worldwide income. Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying unit intends to settle the asset and liability on a net basis.

Notes to Financial Statement

b. Deferred income taxes

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. Deferred income tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realized.

(xxii) Government Grant

The Company may receive government grants that require compliance with certain conditions related to the Company's operating activities or are provided to the Company by way of financial assistance on the basis of certain qualifying criteria. Government grants are recognized when there is reasonable assurance that the grant will be received, and the Company will comply with the conditions attached to the grant. Accordingly, government grants:

(a) related to or used for assets are included in the Balance Sheet as deferred income and recognized as income over the useful life of the assets.

(b) related to incurring specific expenditures are taken to the Statement of Profit and Loss on the same basis and in the same periods as the expenditures incurred.

(c) by way of financial assistance on the basis of certain qualifying criteria are recognized as they become receivable. In the unlikely event that a grant previously recognized is ultimately not received, it is treated as a change in estimate and the amount cumulatively recognized is expensed in the Statement of Profit and Loss.

(xxiii) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(xxiv) Cash Flow Statement

Cash Flow is reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generating, financing and investing activities of the Company are segregated.

(xxv) Exceptional Item

When items of income and expenses within statement of profit and loss from ordinary activities are of as such size, nature and or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material items are disclosed separately as exceptional items.

(xxvi) Accounting for interests in Joint Arrangements

The Company accounts for its interests in joint arrangements in accordance with Ind AS 111 – Joint Arrangements.

(a) Joint Operations

A joint operation is a joint arrangement whereby the parties that have joint control have rights to the assets and obligations for the liabilities relating to the arrangement. In respect of its interest in a joint operation, the Company recognises its share of:

- Assets, including its share of any assets held jointly;
- Liabilities, including its share of any liabilities incurred jointly;
- Revenue from the sale of its share of the output arising from the joint operation;
- Share of revenue from the sale of the output by the joint operation; and
- Expenses, including its share of any expenses incurred jointly.

(b) Joint Ventures

A joint venture is a joint arrangement whereby the parties that have joint control have rights to the net assets of the arrangement.

In the standalone financial statements, investments in joint ventures are carried at cost less impairment, if any, in accordance with Ind AS 27 – Separate Financial Statements.

Dividend income from joint ventures is recognised in the Statement of Profit and Loss when the Company's right to receive the dividend is established

(xxvii) Goodwill

Goodwill represents the purchase consideration in excess of the Group's interest in the net fair value of identifiable assets, liabilities and contingent liabilities of the acquired entity. When the net fair value of the identifiable assets, liabilities and contingent liabilities acquired exceeds purchase consideration, the fair value of net assets acquired is reassessed and the bargain purchase gain is recognized in capital reserve. Goodwill is measured at cost less accumulated impairment losses.

(xxviii) A new and amended standards

The Ministry of Corporate Affairs (MCA) has notified Companies (Indian Accounting Standards) Rules, 2024 to amend the following Ind AS which are effective for annual periods beginning on or after April 1, 2025.

The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

(i) Amendments to Ind AS 21 - Lack of exchangeability

The Ministry of Corporate Affairs (MCA) notified the Companies (Indian Accounting Standards) Amendment Rules, 2025, which amend Ind AS 21, The Effects of Changes in Foreign Exchange Rates to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

The amendments are effective for annual reporting periods beginning on or after 1 April 2025. When applying the amendments, an entity cannot restate comparative information

(ii) Amendments to Ind AS 1 - Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants

In August 2025, the MCA notified amendments to paragraphs 69 to 76 of Ind AS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

What is meant by a right to defer settlement

That a right to defer must exist at the end of the reporting period

That classification is unaffected by the likelihood that an entity will exercise its deferral right

That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

Notes to Financial Statement

In addition, a requirement has been introduced to require disclosure when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.

If there is a breach of a material covenant of a long term loan arrangement on or before the end of the reporting period, resulting in the liability becoming payable on demand as at the reporting date, and the lender agrees—after the reporting period but before the financial statements are approved for issue—not to demand repayment for at least 12 months as a consequence of the breach, this shall be treated as an adjusting event. Accordingly, the entity is not required to classify the liability as current.

The amendments are effective for annual reporting periods beginning on or after 1 April 2025 retrospectively in accordance with Ind AS 8.

(iii) Amendments to Ind AS 7 and Ind AS 107 - Supplier Finance Arrangements

In August 2025, the MCA notified amendments to Ind AS 7 Statement of Cash Flows and Ind AS 107 Financial Instruments: Disclosures to clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

(iv) International Tax Reform—Pillar Two Model Rules – Amendments to Ind AS 12

In August 2025, the MCA notified amendments to Ind AS 12 Income Taxes in response to the OECD's BEPS Pillar Two rules and include:

A mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules; and

Disclosure requirements for affected entities to help users of the financial statements better understand an entity's exposure to Pillar Two income taxes arising from that legislation, particularly before its effective date.

The mandatory temporary exception – the use of which is required to be disclosed – applies immediately. The remaining disclosure requirements apply for annual reporting periods beginning on or after 1 April 2025, but not for any interim periods ending on or before 31 March 2026.

The above amendments do not have any impact on the Company's standalone financial statements.

Notes to Financial Statement

Note1.01 Property, Plant and Equipment

(₹ in Lakhs)

Description of Assets	Gross Block					Depreciation					Net Block
	As at 01.04.2025	Additions due to Amalgamation	Additions during the year	Sales / Adjustments	As at 31.03.2026	As at 01.04.2025	Additions due to Amalgamation	Additions during the year	Sales / Adjustments	As at 31.03.2026	As at 31.03.2026
Property, Plant & Equipment:											
Land	1,639.92	25,977.00	250.72	1,120.63	26,747.01	9.95		-	-	9.95	26,737.06
Buildings	15,929.49	6,352.79	2,074.10	0.21	24,356.17	3,003.51	148.94	615.07	-	3,767.52	20,588.65
Roads	196.49	-	287.23	-	483.72	163.40		33.42	-	196.82	286.90
Railway Sidings	467.33	-	-	-	467.33	130.43		25.53	-	155.96	311.37
Plant & Machinery	44,313.55	8,666.78	4,486.97	334.48	57,132.82	19,735.69	569.33	3,041.57	265.44	23,081.15	34,051.67
Electrical Machinery	962.25	400.95	43.33	-	1,406.53	492.69	97.13	159.48	-	749.30	657.23
Office Equipments	827.45	38.75	278.94	40.74	1,104.40	623.56	13.95	113.04	38.01	712.54	391.86
Furniture & Fittings	836.42	2.01	77.46	30.99	884.90	510.10	0.10	74.47	24.42	560.25	324.65
Vehicles	1,358.20	50.96	203.38	188.21	1,424.33	482.92	5.92	175.03	177.64	486.23	938.10
Total	**66,531.10**	**41,489.24**	**7,702.13**	**1,715.26**	**1,14,007.21**	**25,152.25**	**835.37**	**4,237.61**	**505.51**	**29,719.72**	**84,287.49**
Note: 1.02											
a) Right to Use	1,079.17	-	532.30	2.48	1,608.99	173.56		249.75	-	423.31	1,185.68
b) Capital Work in Progress (CWIP)	3,029.25	82.26	6,034.28	6,150.96	2,994.83	-		-	-	-	2,994.83
c) Investment Property	3,638.16	-	-	(3.75)	3,641.91	1,013.83		89.81	-	1,103.64	2,538.27
Total	**7,746.58**	**82.26**	**6,566.58**	**6,149.69**	**8,245.73**	**1,187.39**	**-**	**339.56**	**-**	**1,526.95**	**6,718.78**
Note: 1.03											
Intangible Assets:											
a) Goodwill	-	5,630.08	-	-	5,630.08	-	-	-	-	-	5,630.08
b) Software	559.34	8.24	339.88	1.27	906.19	547.01	2.02	32.16	1.21	579.98	326.21
c) Intangible Assets under development	39.28	196.07	110.08	345.43	-	-	-	-	-	-	-
Total	**598.62**	**5,834.39**	**449.96**	**346.70**	**6,536.27**	**547.01**	**2.02**	**32.16**	**1.21**	**579.98**	**5,956.29**
Grand Total	**74,876.30**	**47,405.89**	**14,718.67**	**8,211.65**	**1,28,789.21**	**26,886.65**	**837.39**	**4,609.33**	**506.72**	**31,826.65**	**96,962.56**

Previous Year

(₹ in Lakhs)

Description of Assets	Gross Block				Depreciation				Net Block
	As at 01.04.2024	Additions during the year	Sales / Adjustments	As at 31.03.2025	As at 01.04.2024	During the year	Sales / Adjustments	As at 31.03.2025	As at 31.03.2025
Property, Plant & Equipment:									
Land	1,487.67	152.25	-	1,639.92	9.95	-	-	9.95	1,629.97
Buildings	14,194.91	1,736.68	2.10	15,929.49	2,595.97	408.28	0.74	3,003.51	12,925.98
Roads	196.49	-	-	196.49	155.56	7.84	-	163.40	33.09
Railway Sidings	417.83	49.50	-	467.33	106.03	24.40	-	130.43	336.90
Plant & Machinery	38,924.72	5,459.63	70.80	44,313.55	17,365.68	2,433.98	63.97	19,735.69	24,577.86
Electrical Machinery	910.09	53.34	1.18	962.25	432.84	65.09	5.24	492.69	469.56
Office Equipments	708.11	120.83	1.49	827.45	555.26	69.72	1.42	623.56	203.89
Furniture & Fittings	793.76	47.89	5.23	836.42	454.34	60.98	5.22	510.10	326.32
Vehicles	1,119.76	283.31	44.87	1,358.20	369.72	155.84	42.64	482.92	875.28
Total	**58,753.34**	**7,903.43**	**125.67**	**66,531.10**	**22,045.35**	**3,226.13**	**119.23**	**25,152.25**	**41,378.85**
Note: 1.02									
a) Right to Use	517.32	830.94	269.09	1,079.17	72.57	100.99	-	173.56	905.61
b) Capital Work in Progress (CWIP)	2,124.17	8,880.76	7,975.68	3,029.25	-	-	-	-	3,029.25
c) Investment Property	3,638.16	-	-	3,638.16	923.86	89.97	-	1,013.83	2,624.33
Total	**6,279.65**	**9,711.70**	**8,244.77**	**7,746.58**	**996.43**	**190.96**	**-**	**1,187.39**	**6,559.19**
Note: 1.03									
Intangible Assets:									
a) Goodwill	-	-	-	-	-	-	-	-	-
b) Software	559.34	-	-	559.34	530.57	16.44	-	547.01	12.33
c) Intangible Assets under development	-	39.28	-	39.28	-	-	-	-	39.28
Total	**559.34**	**39.28**	**-**	**598.62**	**530.57**	**16.44**	**-**	**547.01**	**51.61**
Grand Total	**65,592.33**	**17,654.41**	**8,370.44**	**74,876.30**	**23,572.35**	**3,433.53**	**119.23**	**26,886.65**	**47,989.65**

Notes to Financial Statement

Ageing of Capital-Work-in Progress (CWIP)

(₹ in Lakhs)

Particulars	As at 31st March 2026					As at 31st March 2025				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	1,380.60	413.70	453.23	155.38	2,402.91	1,750.21	513.44	46.12	143.81	2,453.58
Project temporarily suspended	16.25	575.67	-	-	591.92	575.67	-	-	-	575.67
Total	**1,396.85**	**989.37**	**453.23**	**155.38**	**2,994.83**	**2,325.88**	**513.44**	**46.12**	**143.81**	**3,029.25**

Ageing of Intangible Assets under development

(₹ in Lakhs)

Particulars	As at 31st March 2026					As at 31st March 2025				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	-	-	-	-	39.28	-	-	-	39.28
Total	**-**	**-**	**-**	**-**	**-**	**39.28**	**-**	**-**	**-**	**39.28**

Title deeds of Immovable Property not held in name of the Company

Particulars	Description of item of property	Gross carrying value (₹ in Lakhs)	Year in Service	Title deeds held in the name of	Title Deed Holder	Year since Property held	Reason for not being held in the name of the company
Property, Plant & Equipment	**Land**						
	Belgharia & Agarpara	456.92	Since 1944	Textile Machinery Corporation Ltd. Texmaco Ltd. now known as Texmaco Infrastructure & Holdings Ltd.	Promoter	1944	Held in the name of Pre-demerged entity.
	Sodepur	56.16	1999	Texmaco Ltd. now known as Texmaco Infrastructure & Holdings Ltd.	Promoter	1999 & 2000	Held in the name of Pre-demerged entity.
	Panihati	835.13	2006	Texmaco Ltd., now known as Texmaco Infrastructure & Holdings Ltd.	Promoter	2006	Held in the name of Pre-demerged entity.
	Land at Karjan, Gujarat	26,057.73	2024	Jindal rail infrastructure limited	Earlier Promoter	08th Oct 2024	Held in the name of Previous owner
	Building Flat no. 6A,Mandeville Court, 1-D, Mandeville Garden, Kolkata-700019. Area - 1333 Sq. Ft.	14.86	2000	Texmaco Ltd., now known as Texmaco Infrastructure & Holdings Ltd.	Promoter	2000	Held in the name of Pre-demerged entity
	Flat at 1st Floor,1/115, Gariahat Road, Kolkata-700068 Area -1318 Sq Ft	14.59	2007	Texmaco Ltd., now known as Texmaco Infrastructure & Holdings Ltd.	Promoter	2007	Held in the name of Pre-demerged entity.
Investment Property	**Land** Sodepur	35.32	2020	Texmaco Ltd., now known as Texmaco Infrastructure & Holdings Ltd.	Promoter	2020	Held in the name of Pre-demerged entity.

Notes to Financial Statement

Note 1.04 Non-Current Investments

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
OTHER THAN TRADE INVESTMENTS		
Fully paid-up		
Investments in Equity Instruments (Quoted) (at Fair Value)		
Texmaco Infrastructure & Holdings Ltd. 4,83,899 (2025: 4,83,899) Shares of ₹1 each	472.33	495.42
Chambal Fertilisers & Chemicals Ltd. 9,653 (2025: 9,653) Shares of ₹10 each	41.19	60.38
Investments in Equity Instruments (Unquoted)		
AMP Energy C&I Nine Private Limited (At Cost) 38,00,000 (2025: 38,00,000) Shares of ₹10 each	380.00	380.00
Bharuch Dahej Railway Company Ltd. (At Fair Value) 1,00,00,000 (2025: NIL) Shares of ₹10 each	2,027.64	-
Texmaco Defence Systems Private Limited (At Fair Value) 19,000 (2025: 19,000) Shares of ₹10 each	-	-
Investments in Equity Instruments of Subsidiary Company (Unquoted)(At Cost)		
Belgharia Engineering Udyog Private Limited 10,000 (2025: 10,000) Shares of ₹10 each	1.00	1.00
Texmaco Nymwag Rail & Components Pvt. Ltd. (Formerly known as Belur Engineering Private Limited) 1,11,050 (2025: 1,00,000) Shares of ₹10 each	673.00	10.00
Texmaco West Rail Limited (Formerly known as Jindal Rail Infrastructure Limited) Nil (2025: 6,97,19,785) Shares of ₹10 each	-	46,435.65
Saira Asia Interiors Private Limited 1,85,63,541 (2025: 1,85,63,541) Shares of ₹10 each	900.00	900.00
Texmaco Middle East DMCC 2000 (2025: 50) Shares of AED 1000 each	470.57	11.91
Texmaco Transtrak Private Limited 8,367 (2025: 8,367) Shares of ₹10 each	0.84	0.84
Texmaco Rail Systems Private Limited 40,800 (2025: 40,800) Shares of ₹10 each	4.08	4.08
Texmaco Defence Technologies Limited (Formerly known as Texmaco Rail Electrification Limited) 40,000 (2025: 40,000) Shares of ₹10 each	4.00	4.00
Panihati Engineering Udyog Private Limited Nil (2025: 30,000) Shares of ₹10 each	-	3.00
Investments in Equity Instruments of Associate Company (Unquoted)(At Cost)		
Panihati Engineering Udyog Private Limited 30,000 (2025: NIL) Shares of ₹10 each	3.00	-
Investments in Equity Instruments of Joint Ventures (Unquoted)(At Cost)		
Touax Texmaco Railcar Leasing Pvt Limited 3,36,49,999 (2025: 1,26,49,999) Shares of ₹10 each	3,364.99	1,264.99
Wabtec Texmaco Rail Private Limited 32,81,700 (2025:32,81,700) Shares of ₹ 10 each	328.17	328.17
Investments in CCD of Joint Ventures (Unquoted)(At Cost)		
Touax Texmaco Railcar Leasing Pvt Limited 83,94,100 (2025: 1,04,94,100) CCD of ₹100 each	8,394.10	10,494.10
Investment in Preference Instruments of Subsidiary company (Unquoted)(At Cost)		
Texmaco West Rail Limited (11% non-cumulative redeemable preference share of ₹100 each) (Formerly Jindal Rail Infrastructure Limited) Nil (31.03.25: 1,50,00,000) Shares of ₹100 each	-	15,000.00
TOTAL NON CURRENT INVESTMENTS	**17,064.91**	**75,393.54**
i) Aggregate amount of quoted investments	513.52	555.80
ii) Market Value of quoted investments	513.52	555.80
iii) Aggregate amount of unquoted investments	16,551.39	74,837.74

Note: Pursuant to approval received from the Registrar of Companies, West Bengal, the name of the Company's wholly owned subsidiary has been changed from "Texmaco Rail Electrification Limited" to "Texmaco Defence Technologies Limited" with effect from 28th April, 2026.

Notes to Financial Statement

Note 1.05 Bank Balance (Non-Current)

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Margin Money	797.84	1,157.91

Note 1.06 Other Non-Current Financial Assets

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
(a) Security Deposits	457.62	509.50
(b) Term Deposit of More Than Twelve Months Maturity	182.33	262.27
(c) Interest Accured on Deposits & Others	19.23	73.13
Total	**659.18**	**844.90**

Note 1.07 Deferred Tax Assets / Liabilities (Net)

The major components of the Deferred Tax Assets / (Liabilities) based on the tax effects of timing differences are as follows:

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Deferred Tax Assets		
(a) Carried Forward Losses	-	-
(b) Provisions & others	2,097.33	1,992.83
(c) MAT Credit	2,046.05	3,042.04
(d) Compensated absences	315.53	219.91
(e) Gratuity	239.16	177.40
Total Deferred Tax Assets	**4,698.07**	**5,432.18**
Deferred Tax Liabilities		
(a) Property, Plant and equipment	(8,189.17)	(5,715.20)
(b) Fair Valuation Through Profit and Loss	(209.90)	(74.50)
(c) Compensatation from Statutory Authority	(965.50)	(965.50)
Total Deferred Tax Liabilities	**(9,364.57)**	**(6,755.20)**
Net Deferred Tax Assets/(Liabilities)	**(4,666.50)**	**(1,323.02)**

Note 1.08 Other Non-Current Asset

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
(a) Capital Advances	549.66	772.19
(b) Prepaid Expenses	302.42	413.77
Total	**852.08**	**1,185.96**

Note 1.09 Inventories

(₹ in lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
(a) Raw Material and Components	48,712.40	34,381.80
(b) Work in Progress	28,407.51	24,386.73
(c) Finished Goods	1,119.91	568.66
(d) Stores and Spares	4,272.93	3,089.33
(e) Goods in transit	3,017.93	2,775.93
(f) Stock- in-trade	1,116.88	-
Total	**86,647.56**	**65,202.45**

Inventories are secured against first charge on working capital facility.

Notes to Financial Statement

Note 1.10 Current Investments

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Investments in Mutual Funds (Unquoted) at Fair Value		
Aditya Birla Sunlife Savings Fund-Regular Plan-Growth 25,21,050.302 (2025: 15,34,167) Units of ₹100 each	14,461.51	8,238.75
Axis Treasury Advantage Fund Growth 644.635 (2025: 644.635) Units of ₹1000 each	20.82	20.47
ICICI Prudential Money Market Fund-Direct Growth 4,99,435.237 (2025: Nil) Units of ₹100 each	2,007.83	-
Nippon India Money Market Fund-Growth Plan-Growth (LQGPG) 36,562.976 (2025: Nil) Units of ₹1000 each	1,586.31	-
SBI Savings Fund-Regular Plan-Growth 37,77,224.867 (2025: Nil) Units of ₹10 each	1,632.38	-
TOTAL CURRENT INVESTMENTS	**19,708.85**	**8,259.22**
(i) Aggregate amount of quoted investments	-	-
(ii) Market Value of quoted investments	-	-
(iii) Aggregate amount of unquoted investments	19,708.85	8,259.22

Note 1.11 Trade Receivables

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
(a) Secured, Considered Good	-	-
(b) Unsecured, Considered Good	1,24,377.82	1,14,590.97
(c) Unsecured, Credit Impaired	1,868.62	1,832.31
	1,26,246.44	1,16,423.28
Allowance for Bad and Doubtful Debts	(1,868.62)	(1,832.31)
Total	**1,24,377.82**	**1,14,590.97**

(i) The above includes ₹ 18,137.56 Lakhs as retention money (2025: ₹19,236.46 Lakhs) which are recoverable on completion of the project as per the relevant contract.

(ii) Trade Receivable are secured against first charge on working capital facility.

(iii) The company provide allowance in trade receivables based on historic credit loss experience, current economic conditions and events and future observable data and information. The expected credit loss allowance is computed based on the ageing of the receivable.

(₹ in Lakhs)

Ageing of Trade Receivable	As at 31st March, 2026 Outstanding for following periods from due date of payment#						
Particulars	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivable							
(i) Undisputed Trade Receivables – Considered Good	24,503.80	69,035.66	6,618.70	7,969.72	7,650.42	8,599.52	1,24,377.82
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – Credit Impaired	-	-	-	-	-	1,868.62	1,868.62
Disputed Trade Receivable	-	-	-	-	-	-	
(i) Disputed Trade Receivables – Considered Good	-	-	-	-	-	-	-
(ii) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables – Credit Impaired	-	-	-	-	-	-	-
Total Debtors	**24,503.80**	**69,035.66**	**6,618.70**	**7,969.72**	**7,650.42**	**10,468.14**	**1,26,246.44**
Less: Allowance for Bad and Doubtful Debts	-	-	-	-	-	(1,868.62)	(1,868.62)
Net Debtors	**24,503.80**	**69,035.66**	**6,618.70**	**7,969.72**	**7,650.42**	**8,599.52**	**1,24,377.82**

#Ageing has been considered from the date of invoice.

Notes to Financial Statement

(₹ in Lakhs)

Ageing of Trade Receivable Particulars	As at 31st March, 2025 Outstanding for following periods from due date of payment# Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivable							
(i) Undisputed Trade Receivables – Considered Good	15,767.74	74,195.29	5,900.48	5,060.19	8,024.39	5,642.88	1,14,590.97
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – Credit Impaired	-	-	-	-	-	1,832.31	1,832.31
Disputed Trade Receivable	-	-	-	-	-	-	-
(i) Disputed Trade Receivables – Considered Good	-	-	-	-	-	-	-
(ii) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables – Credit Impaired	-	-	-	-	-	-	-
Total Debtors	**15,767.74**	**74,195.29**	**5,900.48**	**5,060.19**	**8,024.39**	**7,475.19**	**1,16,423.28**
Less: Allowance for Bad and Doubtful Debts	-	-	-	-	-	(1,832.31)	(1,832.31)
Net Debtors	**15,767.74**	**74,195.29**	**5,900.48**	**5,060.19**	**8,024.39**	**5,642.88**	**1,14,590.97**

**Ageing has been considered from the date of invoice*

Note 1.12 Cash and Cash Equivalents

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
(a) Balances with banks		
- In current accounts	3,112.57	3,485.63
(b) Cheques/ Draft on hand	2,394.21	-
(c) Cash on hand	27.07	41.54
Total	**5,533.85**	**3,527.17**

Cash and cash equivalents include Cash on Hand, Cheques/Draft on Hand & Cash at Bank.

Note 1.13 Bank balances other than above

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
(a) Unpaid Dividend Account	20.90	15.25
(b) Term Deposit of upto Twelve Months Maturity	20.19	501.40
(c) Margin Money/Escrow A/c	13,884.87	14,709.61
Total	**13,925.96**	**15,226.26**

Represents deposit with original maturity of more than 3 months having remaining maturity of less than 12 months from the Balance Sheet Date.

Note 1.14 Loans (Current)

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
I Unsecured, Considered Good		
(a) Loan to Subsidiaries & Associates	1,265.96	567.04
(b) Advance to Employees	94.47	105.99
(c) Loan to Body Corporates	322.55	311.53
	1,682.98	**984.56**
II Unsecured, Credit Impaired		
Loan to Body Corporates	275.00	275.00
Less: Allowance for Loan to Body Corporate	(275.00)	(275.00)
	-	-
Total	**1,682.98**	**984.56**

Notes to Financial Statement

Note 1.14a Financial Assets - Others

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
(a) Interest accrued on Loans	2,393.65	1,991.16
Total	**2,393.65**	**1,991.16**

Note 1.15 Current Tax Assets (Net)

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Advance Payment of Income Tax (Net of Provision)	1,791.11	644.91
Total	**1,791.11**	**644.91**

Note 1.16 Other Current Assets

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
(a) Security Deposits	3,456.69	3,329.13
(b) Advance to Subsidiaries	-	133.20
(c) Advance to Parties	9,631.08	10,058.40
(d) Other Advances	3,362.32	3,215.96
(e) Prepaid Expenses	754.32	1,125.46
(f) Balances with Government Department	8,486.03	12,481.82
(g) Contractually reimbursable expenses	1,908.83	1,908.83
(h) Unbilled Debtors	76,555.09	67,889.43
(i) Other receivable	3,039.05	2,709.12
Total	**1,07,193.41**	**1,02,851.35**

Note 1.17 Equity Share Capital

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Authorised Share Capital		
4,16,75,00,000 Equity shares at par value of ₹ 1/- each (As at 31st March 2025: 1,97,00,00,000 equity shares of ₹ 1/- each)	41,675.00	19,700.00
Total	**41,675.00**	**19,700.00**
Issued, Subscribed and Paid up capital 40,68,64,572 Equity Shares of ₹ 1/- each (As at 31st March 2025: 39,94,67,302 equity shares of ₹1/- each)	4,068.65	3,994.67
Total	**4,068.65**	**3,994.67**

(i) The Company has only one class of shares referred to as equity shares having a par value of ₹ 1 each holder of equity shares is entitled to one vote per share.

(ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iii) Reconciliation of numbers of Issued, Subscribed and Paid-up Capital

Notes to Financial Statement

Particulars	As at 31.03.2026 No . Of Shares	As at 31.03.2025 No . Of Shares
Number of Shares at the beginning of the year	39,94,67,302	39,94,67,302
Add: Conversion of Warrants into Equity Share on Preferential Basis	73,97,270	-
Number of Shares at the end of the year	40,68,64,572	39,94,67,302

(iv) After the reporting date, dividend of ₹0.75 (2025: ₹0.75) per equity share were proposed by the Board of Directors subject to the approval of the share holders at the Annual General Meeting, the dividend has not been recognised as Liabilities.

(v) The name of Shareholders holding more than 5% Equity shares

Name of Shareholders	As at 31.03.2026		As at 31.03.2025	
	No. of Shares	% Holding	No. of Shares	% Holding
Texmaco Infrastructure & Holdings Ltd.	5,90,00,025	14.50	5,90,00,025	14.77
Zuari International Ltd.	6,37,68,926	15.67	6,37,68,926	15.96
Saroj Kumar Poddar*	2,83,77,042	6.97	2,83,77,042	7.10
Adventz Finance Private Limited	3,16,65,659	7.78	2,77,79,649	6.95

*The shares held by Shri Saroj Kumar Poddar includes his holding as Karta of HUF and trustee of Saroj and Jyoti Poddar Holdings Pvt. Trust.

(vi) Details of shareholdings by Promoter / Promoter Group

	Promoter / Promoter Group Name	As At 31.03.2026		As At 31.03.2025		% Change During The Year*
		No. of Shares	% Holding	No. of Shares	% Holding	
1	Saroj Kumar Poddar (as a Karta)	10,710	0.00	10,710	0.00	-
2	Saroj Kumar Poddar (as a Trustee - Saroj And Jyoti Poddar Holdings Pvt. Trust)	37,92,857	0.93	37,92,857	0.95	(0.02)
3	Shradha Agarwala	20,693	0.01	20,693	0.01	-
4	Jyotsna Poddar (as an Individual)	3,54,032	0.09	1,04,032	0.03	0.06
5	Saroj Kumar Poddar (as an Individual)	2,45,73,475	6.04	2,45,73,475	6.15	(0.11)
6	Anisha Berlia	46,574	0.01	46,574	0.01	-
7	Aashti Agarwala	20,693	0.01	20,693	0.01	-
8	Eureka Traders Pvt. Ltd.	530	0.00	530	0.00	-
9	Indrakshi Trading Company Pvt. Ltd.	30,000	0.01	30,000	0.01	-
10	Master Exchange & Finance Ltd.	15,760	0.00	15,760	0.00	-
11	Premium Exchange & Finance Ltd.	1,88,090	0.05	1,88,090	0.05	-
12	Zuari International Ltd.	6,37,68,926	15.67	6,37,68,926	15.96	(0.29)
13	Zuari Industries Ltd.	7,65,988	0.19	7,65,988	0.19	-
14	Jeewan Jyoti Medical Society	1,60,500	0.04	1,60,500	0.04	-
15	Adventz Finance Pvt. Ltd.	3,16,65,659	7.78	2,77,79,649	6.95	0.83
16	Duke Commerce Ltd.	75,14,000	1.84	75,14,000	1.88	(0.04)
17	Greenland Trading Pvt. Ltd.	35,000	0.01	35,000	0.01	-
18	Texmaco Infrastructure & Holdings Ltd.	5,90,00,025	14.50	5,90,00,025	14.77	(0.27)
19	Abhishek Holdings Pvt. Ltd.	280	0.00	280	0.00	-
20	Adventz Securities Enterprises Ltd.	38,09,140	0.94	38,09,140	0.95	(0.01)
21	New Eros Tradecom Ltd.	7,38,800	0.18	7,38,800	0.18	-
22	Akshay Poddar	14,820	0.00	2,64,820	0.07	(0.07)
23	Puja Poddar	1,60,000	0.04	1,60,000	0.04	-
Total		**19,66,86,552**	**48.34**	**19,28,00,542**	**48.26**	**0.08**

* % Change during the year has been computed on the basis of the number of shares at the beginning of the year

Notes to Financial Statement

Note 1.18 Other Equity

(₹ in Lakhs)

Particulars		As at 31.03.2026	As at 31.03.2025
(i)	**Capital Reserve**		
	Balance as per last Account	1,626.60	1,626.60
	Add: Appropriation of Money Received Against Share Warrants	180.82	-
		1,807.42	**1,626.60**
(ii)	**Securities Premium**		
	Balance as per last Account	1,64,998.41	1,65,311.88
	Add: Issuance of Equity Shares against Money Received in Share Warrants	14,202.76	-
	Less: Adjustment for Issue Expenses	-	(313.47)
		1,79,201.17	**1,64,998.41**
(iii)	**General Reserve**		
	Balance as at the beginning of the year	49,405.30	49,205.30
	Less: Provision for Contingencies	(49,405.30)	-
	Add: Transferred from Retained Earnings	-	200.00
		-	**49,405.30**
(iv)	**Reserves Representing Unrealised Gains/Losses**		
	(a) Equity Instruments through Other Comprehensive Income		
	Balance as at the beginning of the year	155.32	155.17
	Addition during the year	186.54	0.15
		341.86	**155.32**
	(b) Remeasurements of the net defined benefit Plans		
	Balance as at the beginning of the year	-	-
	Addition during the year	55.59	(35.38)
	Less : Transferred to Retained Earning	(55.59)	35.38
		-	**-**
(v)	**Exchange differences on translating the Financial Statements of a Foreign Operation**		
	Balance as at the beginning of the year	190.56	183.19
	Addition during the year	189.17	7.37
		379.73	**190.56**
(vi)	**Retained Earnings**		
	Surplus at the beginning of the year	43,063.16	28,082.62
	Add: Amalgamation of a Subsidiary	8,981.40	-
	Add : Profit for the year	18,699.80	17,213.26
	Add : Transferred from Remeasurements of the net defined benefit Plans	55.59	(35.38)
	Less: Provision for Contingencies	(20,594.70)	-
	Less : Transferred to General Reserve	-	(200.00)
	Less: Dividend on Equity Shares	(2,996.00)	(1,997.34)
		47,209.25	**43,063.16**
(vii)	**Money Received Against Share Warrants**		
	Balance as at the beginning of the year	3,750.00	-
	Add: Money Received during the Year	10,707.56	3,750.00
	Less: Allotment of Equity Shares & Securities Premium	(14,276.74)	-
	Less: Appropriation of Share Warrants Money to Capital Reserve	(180.82)	-
		-	**3,750.00**
	Total	**2,28,939.43**	**2,63,189.35**

Notes to Financial Statement

Note 1.18 Other Equity (Contd.)

(i) **Capital Reserves:** The Company recognises profit or loss on purchase, sale, issue or cancellation of the Company's own equity instruments to Capital Reserve.

(ii) **Security Premium:** Security Premium represents to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act 2013.

(iii) **General Reserve:** The General Reserve is created from time to time to transfer profit from Retained Earnings for appropriation purpose. As the General Reserve is created by transfer from one component of equity to another and is not an item of other comprehensive income, items includes in the General Reserve will not be reclassified subsequently to profit & loss.

(iv) **Reserve for Equity Instrument through Other Comprehensive Income (OCI):** This reserve represents the cumulative gain or loss arising on net revaluation of equity instruments measured at fair value through OCI, net of amounts reclassified to the Retained Earnings when those assets have been disposed off.

(v) **Foreign currency monetary items translation difference reserve:** Exchange differences arising on settlement and remeasurement of long term foreign currency monetary items are accumulated in "Foreign Currency Monetary items Translation Difference Account" and amortised over the maturity period or upto the date of settlement of such monetary items, whichever is earlier, and charged to the Statement of Profit and Loss.

(vi) **Retained Earnings:** Retained Earnings refers to the portion of net income which is retained by the corporation to be reinvested in its core business. Similarly if the Company has a loss then that loss is retained and called retained losses or accumulated losses. Retained Earnings and Losses are cumulative from year to year with losses off setting earnings.

(vil) **Money Received Against Share Warrants:** This represents amounts received towards share warrants, entitling holders to apply for equity shares at a predetermined price. During the year, the amount was utilised towards allotment of equity shares, and the balance was transferred to Capital Reserve. Accordingly, the closing balance as at 31 March 2026 is Nil.

Note 1.19 Financial Liabilities - Non Current

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Borrowings (Non-Current)		
Secured		
From banks		
(a) Term Loan	18,503.13	32,894.34
(b) Car Loan	1.58	9.24
Total	**18,504.71**	**32,903.58**

(i) Term Loan from Banks are secured against the Property, Plant and Equipments created from such Loan, remaining Term Loan from Banks are repayable as per the timeline mentioned in sanction letter.

(ii) Term Loans includes loan of ₹1,766.59 Lakhs secured primarily by an exclusive charge over rent receivables from the lessee and has collateral security by way of an exclusive charge over immovable property against which the rent is receivable.

(iii) Corporate Loan from Bank is secured by the way of first pari-passu on stock, book debts, other current assets (both present and future) and land and buildings of Agarpara and Belgharia along with second charge on the movable fixed assets of that particular division.

(iv) Certain vehicles are acquired through Auto Loan facility and such vehicles are exclusively hypothecated in favour of respective lenders, repayable in monthly equated instalments till July 2027.

Note 1.19a Lease Liabilities (Non Current)

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Lease Liabilities	690.11	714.03

Refer to Note No. 1.45 of Financial Statements

Note 1.20 Provisions (Non Current)

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
(a) Provision for Leave	669.73	446.99
(b) Provision for Gratuity	657.70	467.64
(c) For Warranty and others	42.04	183.99
Total	**1,369.47**	**1,098.62**

The Company accounts for Leave and Gratuity based on Actuarial Valuation

Notes to Financial Statement

Note 1.21 Other Non Current Liabilities

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Advances from Customers	522.43	4,106.70
Security Deposit(Prepaid - Rent Liability)	214.90	178.37
Total	**737.33**	**4,285.07**

Note 1.22 Financial Liabilities-Current

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Borrowings(Current)		
Secured		
(a) From Banks		
Cash Credit	41,242.00	44,697.61
(b) Current maturities of long-term debt		
Term Loan	13,361.83	8,764.79
Car Loan	337.19	10.11
Total	**54,941.02**	**53,472.51**

(i) Cash credit facilities of the Freight Car Division (Kolkata Unit) are secured by a first pari-passu charge on the current assets, second pari-passu charge on the movable fixed assets of the Kolkata unit and further secured by a first pari-passu mortgage over the land and buildings at Agarpara and Belgharia.

(ii) Cash credit facilities of the Freight Car Division (Vadodara unit) are secured by a first pari-passu charge on the current assets and are further secured by a first pari-passu mortgage over the Karjan property and a second pari-passu charge on the movable fixed assets of the Vadodara unit.

(iii) Cash credit facilities of the Infra- Rail & Green Energy Division (Kalindee Unit) are secured by a first pari-passu charge on the current assets and movable fixed assets of the division and are further secured by a first pari-passu charge on the Gurugram property and fixed deposits amounting to ₹15.55 crore.

(iv) Cash credit facilities of the Infra- Electricals (Bright Power Unit) are secured by a first pari-passu charge on the current assets and movable fixed assets of the division.

(v) Working capital facilities of the Freight Car Division (Foundry - Urla Unit) are secured by an exclusive first charge on the current and fixed assets of the Urla Unit.

Note 1.22a Lease Liabilities (Current)

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Lease Liabilities	50.52	46.96

Refer to Note No. 1.45 of Financial Statements

Notes to Financial Statement

1.23 Trade Payables

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Dues to Micro Enterprise and Small Enterprises	351.59	-
Dues of Creditors other than Micro Enterprise and Small Enterprises	59,325.41	58,217.78
TOTAL	**59,677.00**	**58,217.78**
Information in terms of Section 22 of the Micro, Small and Medium Enterprise Development Act, 2006 is as follows		
Disclosure required under the Micro, Small and Medium Enterprises		
Development Act, 2006 (the Act) are give as follows:		
(a) Principal amount due Unpaid matured deposits and interest accrued thereon	351.59	-
(b) Interest paid during the period beyond the appointed day	-	-
(c) Amount of interest due and payable for the period of delay in making payment without adding the interest specified under the Act	-	-
(d) Amount of interest accrued and remaining unpaid at the end of the period	-	-
(e) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Act	-	-

There are no material dues owned by the Company to Micro and Small Enterprises, which are outstanding for more than 45 days during the year as at 31st March, 2026 and 31st March, 2025. This information as required under the Micro, Small and Medium Enterprises Development Act 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company and has been relied upon by the Auditors.

(₹ in Lakhs)

Ageing of Trade Payable#	As at 31st March, 2026				
Particulars	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) MSME	351.59	-	-	-	351.59
(ii) Other Creditors	53,620.31	1,656.88	724.58	3,323.64	59,325.41
(iii) Disputed dues –MSME	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	-

(₹ in Lakhs)

Ageing of Trade Payable#	As at 31st March, 2025				
Particulars	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) MSME	-	-	-	-	-
(ii) Other Creditors	52,766.82	1,560.95	1,043.91	2,846.10	58,217.78
(iii) Disputed dues –MSME	-	-	-	-	-
(iv Disputed dues -Others	-	-	-	-	-

#Ageing has been considered from the date of invoice

Notes to Financial Statement

Note 1.24 Other Financial Liabilities

(₹ in Lakhs)

Particulars		As at 31.03.2026	As at 31.03.2025
(a)	**Interest accrued but not due on borrowings**	13.26	44.17
(b)	**Unclaimed / Unpaid dividends**	20.90	15.25
(c)	**Others**		
	Liabilities for Expenses	1,543.11	1,433.38
	Amount Due to Employees	837.88	864.96
	Other Misc. Payables	112.16	317.62
	Creditors for Capital Advance	3.57	4.56
Total		**2,530.88**	**2,679.94**

There is no amount due and outstanding to be credited to the Investor Education and Protection Fund against unpaid dividend as at 31st March, 2026

Note 1.25 Other Current Liabilities

(₹ in Lakhs)

Particulars		As at 31.03.2026	As at 31.03.2025
(a)	Advances from Customers	21,302.49	5,195.96
(b)	TDS and other taxes payable	1,126.16	699.75
(c)	PF, ESI amount payable	131.53	129.19
(d)	Security Deposits	3,265.89	4,080.06
(e)	Other Liabilities	3,674.58	1,699.98
Total		**29,500.65**	**11,804.94**

Note 1.26 Provisions (Current)

(₹ in Lakhs)

Particulars		As at 31.03.2026	As at 31.03.2025
(a)	Provision for Gratuity	51.75	40.04
(b)	Provision for Leave	208.20	182.31
(c)	Provision for Contract Loss	1,070.31	1,143.99
(d)	Provision for Expenses	2,585.23	4,753.20
(e)	Provision for Contingencies	70,000.00	-
Total		**73,915.49**	**6,119.54**

The Company accounts for Leave and Gratuity based on Actuarial Valuation

Note 1.27 Revenue from Operations

(₹ in Lakhs)

Particulars		Year Ended 31.03.2026	Year Ended 31.03.2025
(a)	Sale of Products	3,42,521.41	3,46,086.33
(b)	Sale of Services	92,773.24	74,702.93
(c)	Other Operating Revenues	1,845.24	2,608.69
Total		**4,37,139.89**	**4,23,397.95**

Notes to Financial Statement

Note 1.28 Other Income

(₹ in Lakhs)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
(a) Interest Income		
From Bank	747.66	853.76
From Others	1,724.52	1,987.05
(b) Dividend Income		
Income from Non-Current Investments	16.69	2,551.54
(c) Other Non-Operating Income		
Net gain on Sale of Current Investments	151.95	783.47
Miscellaneous Receipts and Income	319.93	1,367.46
Sundry Credit Balance Adjusted	10.33	56.66
Profit on sale of PPE (Net)	-	121.00
Rent Received	1,334.53	1,202.71
Provision & Excess Liabilities Written Back	-	87.60
Insurance Claim Received	95.20	-
Contract Loss Provision Written Back	73.68	-
Gain on fair valuation of Bonds/Mutual Funds	675.42	681.47
Total	**5,149.91**	**9,692.72**

Note 1.29 Cost of Materials Consumed

(₹ in Lakhs)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Opening Stock of Raw Materials (including amalgamated company)	21,587.07	13,395.88
Add: Raw Materials Purchased and Departmental Transfers etc.	1,49,085.21	1,76,253.91
	1,70,672.28	**1,89,649.79**
Less: Closing Stock of Raw Materials	15,797.26	15,132.58
	1,54,875.02	**1,74,517.21**
Consumption of Components	1,79,109.83	1,44,944.58
(Including Job Processing and Contract Labour Charges ₹ 18,422.09 Lakhs, Previous Year ₹ 24,775.98 Lakhs)		
Total	**3,33,984.85**	**3,19,461.79**

Notes to Financial Statement

Note 1.30 Changes In Inventories of Finished Goods and Work-in-Progress

(₹ in Lakhs)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Opening Stock (including amalgamated company)		
Finished Goods	1,673.79	3,789.11
Work-in-Progress	26,623.72	28,331.83
	28,297.51	**32,120.94**
Less : Closing Stock		
Finished Goods	1,119.91	568.66
Work-in-Progress	28,407.51	24,386.73
	29,527.42	**24,955.39**
(Increase) / Decrease in Stock	**(1,229.91)**	**7,165.55**

Note 1.31 Employee Benefits Expense

(₹ in Lakhs)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
(a) Salaries ,Wages and Bonus	15,733.85	13,885.85
(b) Contribution to provident and other funds		
(i) Provident Fund and Pension Fund	1,000.97	939.86
(ii) Superannuation Fund	4.93	50.62
(iii) Gratuity	445.89	174.91
(c) Staff Welfare Expenses	977.84	616.70
(d) VRS Expenses	3.90	16.65
Total	**18,167.38**	**15,684.59**

Note 1.32 Finance Costs

(₹ in Lakhs)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
(a) Interest		
(i) Banks	8,467.23	7,793.35
(ii) Others	1,407.03	1,630.78
(b) Other Borrowing Costs	2,326.30	2,758.05
Total	**12,200.56**	**12,182.18**

Note 1.33 Depreciation and Amortization Expenses

(₹ in Lakhs)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
(a) Depreciation on Tangible Assets	4,577.17	3,417.09
(b) Amortization on Intangible Assets	32.16	16.44
Total	**4,609.33**	**3,433.53**

Notes to Financial Statement

Note 1.34 Other Expenses

(₹ in Lakhs)

Particulars	Year Ended 31.03.2026		Year Ended 31.03.2025	
Consumption of stores and spare parts		14,029.97		17,545.28
Power and Fuel		9,689.46		10,028.43
Rent		497.13		482.45
Repairs to buildings		820.34		911.29
Repairs to machinery		1,817.21		1,050.84
Repairs to others		812.05		184.52
Insurance		1,205.05		558.90
Rates and Taxes excluding taxes on Income		750.44		709.53
Freight, Packing and Transport (Net)		540.59		1,244.51
Erection Expenses		8,376.65		6,451.19
Drawings and Designs		471.63		3.10
Selling Agents Commission		130.07		1.85
Selling Expenses		446.30		267.77
Director's Sitting Fees		33.70		46.85
Director's Commission		45.39		12.12
Payments to the Auditor		72.06		69.32
As Auditor	32.10		23.65	
For Tax Audit	8.00		6.95	
For Quarterly Review	13.50		13.50	
For Fees for Other Services (incl for issuing various certificates)	14.08		21.31	
To Cost Auditor	3.05		2.14	
For Reimbursement of out of pocket expenses	1.33		1.77	
Donation		26.01		353.01
CSR Expenses		258.23		80.90
Miscellaneous Expenses		5,838.93		5,880.89
Sundry Debit Balance Adjusted		82.19		10.10
Allowance for bad & doubtful debts/Advances		161.26		1,854.86
Provision for Others		600.00		-
Bad Debt/Impairment /Loss of unbilled Revenue	-		464.28	
Less: Allowance for bad & doubtful debts	-	-	-	464.28
Contract Loss Provision		-		807.66
Net loss on foreign currency transaction		430.40		280.54
Loss on sale of PPE (Net)		17.43		-
Total		**47,152.49**		**49,300.19**

The Director Fees include ₹0.50 lakh paid to Mr. Virendra Sinha towards his attendance at a Board Meeting in his capacity as an Independent Director of Texmaco West Rail Limited, which was subsequently merged with the Company with effect from the appointed date of April 1, 2025.

Note on CSR Expenses#:

(₹ in Lakhs)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
(i) Amount required to be spent during the year	285.27	155.69
(ii) Amount spent during the year**	258.23	80.90
(iii) Amount spent towards previous year's CSR obligation	51.64	-
(iv) Amount spent towards current year's CSR obligation	206.59	80.90
(v) Shortfall for the current year's CSR obligation (i-iv)	78.68	74.79
(vi) Excess CSR adjusted against previous year's balance	(2.57)	(18.86)
(vii) Net amount required to be transferred to Unspent CSR Account	76.11	55.93
(viii) Net amount transferred to Unspent CSR Account for the year*	76.13	58.50
(ix) Reason for shortfall	Long-term projects	Long-term projects
(x) Nature of CSR activities	Health, Education, Sports & Sanitation	Health, Education, Sports & Sanitation
(xi) Details of related party transactions	Nil	Nil
(xii) Provision for contractual obligation	Nil	Nil

*The shortfall of unspent CSR amount has been transferred to "Unspent CSR Account" opened with ICICI Bank.
**Includes ₹51.64 lakh spent from Unspent CSR Account for FY 2024-25.

Notes to Financial Statement

Note 1.35 Other Comprehensive Income

(₹ in Lakhs)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
(A) Items that will not be reclassified to profit or loss		
(i) Remeasurements of the defined benefit plans	55.59	(35.38)
(ii) Equity Instruments through Other Comprehensive Income;	186.54	0.15
Total	**242.13**	**(35.23)**
(B) Items that will be reclassified to profit or loss		
(i) Exchange differences in translating the financial statements of a foreign operation	189.17	7.37
Total	**189.17**	**7.37**

Note 1.36 Commitments and Contingent Liabilities

(₹ in Lakhs)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
(A) Commitments		
Estimated amount of contracts remaining to be executed on Capital Account and not provided for (Net of advance)	7,310.58	4.48
(B) Contingent Liabilities (not provided for) in respect of:		
(i) Bank / Corporate Guarantees given in the normal course of Business.	1,08,592.88	90,127.22
(ii) Bonds issued to Custom Department	92.70	92.20
(iii) Claims under dispute (Excise, Service Tax, Income Tax and others)	19,829.72	21,718.30
(iv) Claims not acknowledged as debts (Amount unascertainable)	-	-
(v) Income Tax assessment under appeal (Amount unascertainable)	-	-

Note 1.37 Provision for Contingencies

As the company is looking to grow significantly in its core as well as allied and diversified areas, the Risk Management Committee of the company has considered the uncertainties arising out of ongoing geo-political factors and their resultant potential impact on the business of the Company due to trade uncertainties, supply chain disruptions, escalation of costs and foreign exchange risks.

Given the nature of these risks and their potential impact, the Board felt that as a mitigation measure, it was prudent to make a provision for contingencies of ₹ 700 crores. The Board also felt that such contingencies would arise neither because of operational issues, nor would be attributable to identifiable individual risks or a single reportable year for which operating performance of the company is reported. In these circumstances the Board felt it appropriate to carve out such provision from free reserves.

Note 1.38 Movement of Provisions during the year as required under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets

(₹ in Lakhs)

Particulars	Opening Provision as on 01.04.2025	Utilized during the year	Reversed during the year	Provision during the year	Closing provision as on 31.03.2026
(a) Site warranty period maintenance	183.99	-	141.95	-	42.04
(b) Contract Loss Provision	1,143.99	-	73.68	-	1,070.31
(c) Contingencies	-	-	-	70,000.00	70,000.00
(d) Others	4,753.20	-	5,221.86	3,053.89	2,585.23
Total	**6,081.18**	**-**	**5,437.49**	**73,053.89**	**73,697.58**
Previous Year	2,661.34	-	1,865.19	5,285.03	6,081.18

In accordance with the requirement of Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets" issued by the Companies (Accounting Standard) Rules 2006, the company has provided liability for other expenses amounting to ₹ 73,053.89 lakhs (Previous Year ₹ 5,285.03 lakhs).

Site warranty period maintenance: - The Company gives warranties and maintenance on certain products and services, undertaking to repair, replace and maintain the items for satisfactory working during the warranty period. Provision as at March 31,2026 represents the amount of the expected cost of meeting such obligations of rectification/ replacement/maintenance.

Notes to Financial Statement

Contract Loss Provision: It represents provision recognized for expected losses on onerous contracts where the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received. The provision is measured based on the best estimate of the expenditure required to settle the present obligation at the reporting date and is reviewed periodically based on the status of execution of the respective contracts. The outflow of economic resources is expected to materialize over the period of execution of such contracts.

Contingencies: Refer to the Note No. 1.37 for the details.

Provision for others: It represents liabilities related to various site expenses including contractor service charges for sites, administrative charges etc, likely to materialize in the next financial year. Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and are liable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using equivalent period government securities interest rate. Unwinding of the discount is recognized in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

Note 1.39 In the opinion of the management, current assets, loans and advances have a value on realisation in the ordinary course of business unless otherwise stated, at least to the amount at which they are stated and the provisions for all known and determined liabilities is adequately provided.

Note 1.40 Balance of debtors and loans and advances are subject to confirmation from respective parties.

Note 1.41 Related Party Disclosure

(a) Name of the related parties and relationship as per Ind AS 24, where transaction exists.

	Relationship	Parties where control Exist 2025-26	Parties where control Exist 2024-25
A	**Key Managerial Personnel**	Mr. Saroj Kumar Poddar Executive Chairman	Mr. Saroj Kumar Poddar Executive Chairman
		Mr. Indrajit Mookerjee, Executive Director & Vice Chairman	Mr. Indrajit Mookerjee Executive Director & Vice Chairman
		Mr. Sudipta Mukherjee Executive Director & Managing Director	Mr. Sudipta Mukherjee Executive Director & Managing Director
		--	Mr. D. R. Kaarthikeyan, Independent Director (Resigned w.e.f 03rd September,2024
		--	Mr. Amitabha Guha, Independent Director (Resigned from 01st October,2024)
		Mr. Utsav Parekh, Independent Director	Mr. Utsav Parekh, Independent Director
		Mr. Virendra Sinha, Independent Director	Mr. Virendra Sinha, Independent Director
		Ms. Rusha Mitra, Independent Director	Ms. Rusha Mitra, Independent Director
		Mr. Partha Sarathi Bhattacharyya, Independent Director	Mr. Partha Sarathi Bhattacharyya, Independent Director
		Mr. Hemant Bangur, Independent Director	Mr. Hemant Bangur, Independent Director (Appointed w.e.f 16th May, 2024)
		Mr. Marco Philippus Ardeshir Wadia Independent Director	Mr. Marco Philippus Ardeshir Wadia Independent Director (Appointed w.e.f 30th December, 2024)
		Mr. Ashok Kr. Vijay, Executive Director	Mr. Ashok Kr. Vijay, Executive Director
		Mr. U. V. Kamath Executive Director	Mr. U. V. Kamath Executive Director

Notes to Financial Statement

	Relationship	Parties where control Exist 2025-26	Parties where control Exist 2024-25
		Mr. Akshay Poddar, Non-Executive, Non-Independent Director	Mr. Akshay Poddar, Non-Executive, Non-Independent Director
		--	Mr. Hemant Bhuwania CFO (Resigned w.e.f 31st March,2025)
		Mr. Kishor Kumar Rajgaria CFO	Mr. Kishor Kumar Rajgaria CFO (Redesignated as CFO w.e.f 01st April,2025)
		Mr. Sandeep Kumar Sultania Company Secretary	Mr. Sandeep Kumar Sultania (Appointed as Company Secretary w.e.f 01st April,2025)
B	**Subsidiary Company**	Texmaco Nymwag Rail & Components Pvt. Ltd. (Belur Engineering Pvt. Ltd. (51% of Capital held by Company)	Texmaco Nymwag Rail & Components Pvt. Ltd.(Belur Engineering Pvt. Ltd. (51% of Capital held by Company)
		Belgharia Engineering Udyog Pvt. Ltd. (100% of Capital held by Company)	Belgharia Engineering Udyog Pvt. Ltd. (100% of Capital held by Company)
		Texmaco Transtrak Pvt. Ltd. (83.67% of Capital held by Company)	Texmaco Transtrak Pvt. Ltd. (83.67% of Capital held by Company)
		Texmaco Rail Systems Pvt. Ltd (51% of Capital held by Company)	Texmaco Rail Systems Pvt. Ltd (51% of Capital held by Company)
		Texmaco Defence Technologies Ltd. (Formerly Known as Texmaco Rail Electrification Ltd.) (100% of Capital held by Company)	--
		--	Texmaco Rail Electrification Ltd. (100% of Capital held by Company)
		Saira Asia Interiors Pvt. Ltd. (51% capital held by Company)	Saira Asia Interiors Pvt. Ltd. (51% capital held by Company)
		--	Texmaco West Rail Ltd. (Formerly Known as Jindal Rail Infrastructure Ltd.) (100% of Capital held by Company)
		--	Panihati Engineering Udyog Pvt. Ltd. (Formerly Known as Texmaco Engineering Udyog Pvt. Ltd.) (100% of Capital held by Company)
		Texmaco Middle East DMCC (100% Capital held by Company)	Texmaco Middle East DMCC (100% Capital held by Company)
C	**Companies where Director having control**	SMIFS Capital Markets Ltd.	SMIFS Capital Markets Ltd.
D	**Associate**	Panihati Engineering Udyog Pvt. Ltd. (Formerly Known as Texmaco Engineering Udyog Pvt. Ltd.)	--
E	**Joint Ventures**	Touax Texmaco Railcar Leasing Pvt. Ltd. (50% of Capital held by Company)	Touax Texmaco Railcar Leasing Pvt. Ltd. (50% of Capital held by Company)
		Wabtec Texmaco Rail Pvt. Ltd. (40% of Capital held by Company)	Wabtec Texmaco Rail Pvt. Ltd. (40% of Capital held by Company)
		Kalindee Cobra JV	Kalindee Cobra JV
		Kalindee Kapoor Railcon JV	Kalindee Kapoor Railcon JV
		Kalindee Karthik JV	Kalindee Karthik JV
		Kalindee VNC JV	Kalindee VNC JV
		Kalindee IF&LS JV	Kalindee IF&LS JV
		GMR TPL KRNL JV	GMR TPL KRNL JV
		Kalindee Rahee JV	Kalindee Rahee JV

Notes to Financial Statement

	Relationship	Parties where control Exist 2025-26	Parties where control Exist 2024-25
		Kalindee URC JV	Kalindee URC JV
		JMC – GPT – Vijaywargi – Bright Power JV	JMC – GPT – Vijaywargi – Bright Power JV
		JMC – Vijaywargi – Bright Power JV	JMC – Vijaywargi – Bright Power JV
		Bright – Vijaywargi JV	Bright – Vijaywargi JV
		Bright – Kalindee JV	Bright – Kalindee JV
		Bright – Texmaco JV	Bright – Texmaco JV
		ISC Projects- Texmaco JV	ISC Projects- Texmaco JV
		Texmaco ASIS JV	Texmaco ASIS JV
		Tata Projects – Kalindee JV	Tata Projects – Kalindee JV
		Swatish Enterprise Ltd.	Swatish Enterprise Ltd.
		Texmaco Rahee JV	Texmaco Rahee JV
		Texmaco Rail & Engg. Ltd. & Skipper Ltd. JV	--
		Texmaco Rail & Engineering Ltd. & Spark Electrical & Projects Pvt. Ltd. JV	Texmaco Rail & Engineering Ltd. & Spark Electrical & Projects Pvt. Ltd. JV
F	**Group Company where Transaction Exists.**	Adventz Finance Pvt. Ltd.	Adventz Finance Pvt. Ltd.
		Adventz Industries India Pvt. Ltd.	--
		Master Exchange & Finance Ltd.	Master Exchange & Finance Ltd.
		Zuari Management Services Ltd.	Zuari Management Services Ltd.
		High Quality Steels Ltd.	High Quality Steels Ltd.
		Lionel India Ltd.	Lionel India Ltd.
		Lionel Edwards Ltd.	Lionel Edwards Ltd.
		Future Fuels International India Pvt. Ltd.	Future Fuels International India Pvt Ltd.
		Texmaco Infrastructure & Holdings Ltd.	Texmaco Infrastructure & Holdings Ltd.
		Zuari Finserv Ltd.	Zuari Finserv Ltd.
		Zuari Insurance Brokers Ltd.	Zuari Insurance Brokers Ltd.
		Zuari International Ltd.(Formerly known as Zuari Investment Ltd.)	Zuari International Ltd.(Formerly known as Zuari Investment Ltd.)
		Zuari Infraworld India Ltd.	--
		Paradeep Phosphate Ltd.	Paradeep Phosphate Ltd.

Note:
(i) Panihati Engineering Udyog Pvt. Ltd. ceased to be subsidiary during the year.
(ii) ROC has approved change of name of Texmaco Rail Electrification Ltd. to Texmaco Defence Technologies Ltd. w.e.f. 28.04.2026 and it is continuing as wholly owned subsidiary.
(iii) As per the order passed by the Honourable Calcutta High Court dated 4th August, 2025, Texmaco West Rail Ltd. ceased to be subsidiary w.e.f. 1st April, 2025.

Notes to Financial Statement

(b) Related Party Transactions

(₹ in Lakhs)

Transactions	Other Related Party	Subsidiary	Associate	Joint Ventures	Key Managerial Personnel	Grand Total	Balance outstanding as on 31.03.2026
Remuneration Paid							
Mr. Saroj Kumar Poddar	- (-)	- (-)	- (-)	- (-)	560.75 (489.51)	560.75 (489.51)	- (-)
Mr. Indrajit Mookerjee	-- (--)	-- (--)	-- (--)	-- (--)	226.02 (177.48)	226.02 (177.48)	- (-)
Mr. Sudipta Mukherjee	-- (--)	-- (--)	-- (--)	-- (--)	243.16 (201.85)	243.16 (201.85)	-- (--)
Mr. A.K. Vijay	- (--)	-- (--)	-- (--)	-- (--)	128.29 (114.75)	128.29 (114.75)	-- (--)
Mr. U.V. Kamath	-- (--)	-- (--)	-- (--)	-- (--)	373.70 (423.93)	373.70 (423.93)	-- (--)
Mr. Kishor Kumar Rajgaria	-- (--)	-- (--)	-- (--)	-- (--)	111.34 (83.65)	111.34 (83.65)	-- (--)
Mr. Hemant Bhuwania	-- (--)	-- (--)	-- (--)	-- (--)	-- (115.78)	-- (115.78)	-- (--)
Mr. Sandeep Kumar Sultania	-- (--)	-- (--)	-- (--)	-- (--)	98.21 (--)	98.21 (--)	-- (--)
Mr. D.R. Kaarthikeyan (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (4.20)	-- (4.20)
Mr. Utsav Parekh (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (--)	16.35 (11.90)	16.35 (11.90)	4.50 (--)
Mr. Akshay Poddar* (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (--)	-- (6.60)	-- (6.60)	-- (--)
Ms. Rusha Mitra (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (--)	11.70 (6.45)	11.70 (6.45)	4.50 (--)
Mr. Partha Sarathi Bhattacharyya (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (--)	12.75 (8.35)	12.75 (8.35)	4.50 (--)
Mr. Virendra Sinha (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (--)	15.80 (9.35)	15.80 (9.35)	4.50 (--)
Mr. Amitabha Guha (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (--)	-- (4.60)	-- (4.60)	-- (--)
Mr. Marco Philippus Ardeshir Wadia (Sitting Fee & Commission)	-- (--)	-- (--)	-- (--)	-- (--)	8.51 (2.40)	8.51 (2.40)	4.50 (--)
Mr. Hemant Bangur (Sitting Fee & Commission)	-- (--)	-- (--)	-- (--)	-- (--)	13.98 (2.40)	13.98 (2.40)	4.50 (--)

* Forgo Sitting fee & Commission

The Director Fees include ₹0.50 lakh paid to Mr. Virendra Sinha towards his attendance at a Board Meeting in his capacity as an Independent Director of Texmaco West Rail Limited, which was subsequently merged with the Company with effect from the appointed date of April 1, 2025.

Notes to Financial Statement

(₹ in Lakhs)

Transactions	Other Related Party	Subsidiary	Associate	Joint Ventures	Key Managerial Personnel	Grand Total	Balance outstanding as on 31.03.2026
Investment							
Touax Texmaco Railcar Leasing Pvt. Ltd.	-- (--)	-- (--)	-- (--)	-- (600.00)	-- (--)	-- (600.00)	11,759.09 (11,759.09)
Texmaco Infrastructure & Holdings Ltd.	-23.09 (305.80)	-- (--)	-- (--)	-- (--)	-- (--)	-23.09 (305.80)	472.33 (495.42)
Wabtec Texmaco Rail Pvt. Ltd.	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	328.17 (328.17)
Texmaco Nymwag Rail & Components Pvt. Ltd.	-- (--)	663.00 (--)	-- (--)	-- (--)	-- (--)	663.00 (--)	673.00 (10.00)
Texmaco Transtrak Pvt. Ltd.	-- (--)	-- (0.33)	-- (--)	-- (--)	-- (--)	-- (0.33)	0.84 (0.84)
Texmaco Rail Systems Pvt. Ltd.	-- (--)	-- (2.04)	-- (--)	-- (--)	-- (--)	-- (2.04)	4.08 (4.08)
Texmaco Defence Technologies Ltd. (Formerly Known as Texmaco Rail Electrification Ltd.)	-- (--)	-- (2.00)	-- (--)	-- (--)	-- (--)	-- (2.00)	4.00 (4.00)
Panihati Engineering Udyog Pvt. Ltd.	-- (--)	-- (--)	-- (2.00)	-- (--)	-- (--)	-- (2.00)	3.00 (3.00)
Belgharia Engineering Udyog Pvt. Ltd.	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	1.00 (1.00)
Saira Asia Interiors Pvt. Ltd.	-- (--)	-- (900.00)	-- (--)	-- (--)	-- (--)	-- (900.00)	900.00 (900.00)
Texmaco Middle East DMCC	-- (--)	458.66 (11.91)	-- (--)	-- (--)	-- (--)	458.66 (11.91)	470.57 (11.91)
Texmaco West Rail Ltd.	-- (--)	-- (61,435.65)	-- (--)	-- (--)	-- (--)	-- (61,435.65)	-- (61,435.65)
Loans & Advances Given							
Texmaco Nymwag Rail & Components Pvt. Ltd.	-- (--)	-- (-2,700.00)	-- (--)	-- (--)	-- (--)	-- (-2,700.00)	-- (--)
Texmaco Transtrak Pvt. Ltd.	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	360.40 (360.40)
Texmaco Rail System Pvt. Ltd.	-- (--)	-- (-1.00)	-- (--)	-- (--)	-- (--)	-- (-1.00)	-- (--)
Saira Asia Interiors Pvt. Ltd.	-- (--)	580.56 (325.00)	-- (--)	-- (--)	-- (--)	580.56 (325.00)	905.56 (325.00)
Dividend Received							
Texmaco Infrastructure & Holdings Ltd.	0.73 (0.30)	-- (--)	-- (--)	-- (--)	-- (--)	0.73 (0.30)	-- (--)

Notes to Financial Statement

(₹ in Lakhs)

Transactions	Other Related Party	Subsidiary	Associate	Joint Ventures	Key Managerial Personnel	Grand Total	Balance outstanding as on 31.03.2026
Texmaco West Rail Ltd.	-- (--)	-- (1,237.50)	-- (--)	-- (--)	-- (--)	-- (1,237.50)	-- --
Wabtec Texmaco Rail Pvt. Ltd.	-- (--)	-- (--)	-- (--)	-- (1,312.68)	-- (--)	-- (1,312.68)	-- (--)
Others							
Adventz Finance Pvt. Ltd. (Rent Paid)	17.35 (16.52)	-- (--)	-- (--)	-- (--)	-- (--)	17.35 (16.52)	-- (--)
Adventz Industries India Pvt. Ltd. (Services Received)	233.50 (--)	-- (--)	-- (--)	-- (--)	-- (--)	233.50 (--)	-- (--)
Adventz Industries India Pvt. Ltd. (Rent Received)	6.00 (0.00)	-- (--)	-- (--)	-- (--)	-- (--)	6.00 (--)	-- (--)
High Quality Steels Ltd. (Services Received)	601.51 (737.57)	-- (--)	-- (--)	-- (--)	-- (--)	601.51 (737.57)	-- (--)
Lionel India Ltd. (Services Received)	343.10 (236.18)	-- (--)	-- (--)	-- (--)	-- (--)	343.10 (236.18)	36.36 (38.03)
Lionel India Ltd. (Rent Received)	7.77 (7.54)	-- (--)	-- (--)	-- (--)	-- (--)	7.77 (7.54)	-- (--)
Lionel Edwards Ltd. (Services Received)	23.91 (21.43)	-- (--)	-- (--)	-- (--)	-- (--)	23.91 (21.43)	0.74 (4.53)
Zuari Management Services Ltd. (Services Received)	113.47 (85.75)	-- (--)	-- (--)	-- (--)	-- (--)	113.47 (85.75)	4.95 (6.79)
Texmaco Infrastructure & Holdings Ltd. (Rent Received)	0.83 (0.83)	-- (--)	-- (--)	-- (--)	-- (--)	0.83 (0.83)	-- (--)
Wabtec Texmaco Rail Pvt. Ltd. (Sale of Goods)	-- (--)	-- (--)	-- (--)	1,849.09 (2,100.07)	-- (--)	1,849.09 (2,100.07)	490.24 (609.39)
Wabtec Texmaco Rail Pvt. Ltd. (Purchase of Goods)	-- (--)	-- (--)	-- (--)	2,022.19 (1,259.10)	-- (--)	2,022.19 (1,259.10)	0.15 (291.55)
Wabtec Texmaco Rail Pvt. Ltd. (Sale of Services/Rent)	-- (--)	-- (--)	-- (--)	289.42 (120.56)	-- (--)	289.42 (120.56)	57.08 (0.61)
Touax Texmaco Railcar Leasing Pvt. Ltd. (Sale of Goods & Services)	-- (--)	-- (--)	-- (--)	275.45 (12,296.73)	-- (--)	275.45 (12,296.73)	177.00 (7,131.32)
Touax Texmaco Railcar Leasing Pvt. Ltd. (Rent & other service charge Received)	-- (--)	-- (--)	-- (--)	10.29 (5.74)	-- (--)	10.29 (5.74)	-- (0.44)
Touax Texmaco Railcar Leasing Pvt. Ltd. (Deposit Against Order)	-- (--)	-- (--)	-- (--)	2,640.00 (-2,424.80)	-- (--)	2,640.00 (-2,424.80)	2,640.00 (--)
Touax Texmaco Railcar Leasing Pvt. Ltd. (Interest receivable against CCD given)	-- (--)	-- (--)	-- (--)	1,183.83 (1,271.80)	-- (--)	1,183.83 (1,271.80)	420.42 (644.62)
Zuari Finserv Ltd. (Amount paid on account of Demat Charges)	-- (2.34)	-- (--)	-- (--)	-- (--)	-- (--)	-- (2.34)	-- (--)

Notes to Financial Statement

(₹ in Lakhs)

Transactions	Other Related Party	Subsidiary	Associate	Joint Ventures	Key Managerial Personnel	Grand Total	Balance outstanding as on 31.03.2026
Texmaco Nymwag Rail & Components Pvt. Ltd. (Rent & other service charges Received)	-- (--)	205.85 (181.02)	-- (--)	-- (--)	-- (--)	205.85 (181.02)	51.51 (--)
Texmaco Nymwag Rail & Components Pvt. Ltd. (Interest received against ICD given)	-- (--)	-- (59.64)	-- (--)	-- (--)	-- (--)	-- (59.64)	179.50 (179.50)
Texmaco Nymwag Rail & Components Pvt. Ltd. (Amount paid against expense liability)	-- (--)	37.73 (155.17)	-- (--)	-- (--)	-- (--)	37.73 (155.17)	2.18 (14.84)
Texmaco Nymwag Rail& Components Pvt. Ltd. (Sale of Goods)	-- (--)	2.52 (--)	-- (--)	-- (--)	-- (--)	2.52 (--)	2.98 (--)
Texmaco Nymwag Rail& Components Pvt. Ltd. (Purchase of Goods)	-- (--)	29.48 (--)	-- (--)	-- (--)	-- (--)	29.48 (--)	29.74 (--)
Texmaco Transtrak Pvt. Ltd. (Rent Received)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	17.08 (17.08)
Texmaco Transtrak Pvt. Ltd. (Interest Received)	-- (--)	39.64 (39.64)	-- (--)	-- (--)	-- (--)	39.64 (39.64)	270.07 (234.39)
Texmaco Rail Systems Pvt. Ltd. (Interest Received)	-- (--)	-- (0.16)	-- (--)	-- (--)	-- (--)	-- (0.16)	-- (--)
Saira Asia Interiors Pvt. Ltd. (Interest Received)	-- (--)	68.95 (12.55)	-- (--)	-- (--)	-- (--)	68.95 (12.55)	62.05 (11.29)
Saira Asia Interiors Pvt. Ltd. (Expense paid on behalf of others)	-- (--)	13.54 (--)	-- (--)	-- (--)	-- (--)	13.54 (--)	13.54 (--)
Texmaco Rail Systems Pvt. Ltd. (Rent Received)	-- (--)	0.06 (0.06)	-- (--)	-- (--)	-- (--)	0.06 (0.06)	-- (--)
Texmaco Defence Technologies Ltd. (Formerly Known as Texmaco Rail Electrification Ltd.) (Rent Received)	-- (--)	0.05 (0.05)	-- (--)	-- (--)	-- (--)	0.05 (0.05)	-- (--)
Texmaco West Rail Ltd. (Sale of Goods)	- (--)	-- (2,193.76)	-- (--)	-- (--)	-- (--)	-- (2,193.76)	-- --
Texmaco West Rail Ltd. (Purchase of Goods)	-- (--)	-- (2,837.22)	-- (--)	-- (--)	-- (--)	-- (2,837.22)	-- (--)
Texmaco West Rail Ltd. (Amount paid on behalf of others)	-- (--)	-- (235.36)	-- (--)	-- (--)	-- (--)	-- (235.36)	-- (--)
SMIFS Capital Markets Ltd. (Amount paid for bonds purchased)	-- (538.94)	-- (--)	-- (--)	-- (--)	-- (--)	-- (538.94)	-- (--)
Fututre Fuels International Ltd. (Rent Paid)	199.47 (65.40)	-- (--)	-- (--)	-- (--)	-- (--)	199.47 (65.40)	-- --
Paradeep Phosphate Ltd. (Rent Paid)	-- (125.00)	-- (--)	-- (--)	-- (--)	-- (--)	-- (125.00)	-- (--)
Zuari Infraworld India Ltd. (Advance paid against Services Received)	225.00 (--)	-- (--)	-- (--)	-- (--)	-- (--)	225.00 (--)	225.00 (--)

Notes to Financial Statement

(₹ in Lakhs)

Transactions	Other Related Party	Subsidiary	Associate	Joint Ventures	Key Managerial Personnel	Grand Total	Balance outstanding as on 31.03.2026
Bright-Vijaywargi JV (Sale of Goods & Services)	-- (--)	-- (--)	-- (--)	50.53 (462.09)	-- (--)	50.53 (462.09)	13.59 (135.03)
JMC-GPT-Vijaywargi-Bright Power JV (Sale of Goods & Services)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	45.25 (45.25)
JMC-Vijaywargi-Bright Power JV (Sale of Goods & Services)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	93.28 (93.28)
Bright-Kalindee JV (Sale of Goods & Services)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	124.40 (124.40)
Bright-Texmaco JV (Sale of Goods & Services)	-- (--)	-- (--)	-- (--)	1,280.52 (535.98)	-- (--)	1,280.52 (535.98)	326.38 (330.74)
ISC Projects -Texmaco JV (Sale of Goods & Services)	-- (--)	-- (--)	-- (--)	-- (147.74)	-- (--)	-- (147.74)	- (2.87)
JMC-Vijaywargi-Bright Power JV (Amount paid on behalf of Company)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	1.15 (1.15)
JMC-GPT-Vijaywargi-Bright Power JV (Amount paid on behalf of Company)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	2.45 (2.45)
Texmaco Rail & Engineering Ltd & Spark Electrical & Projects Pvt. Ltd. JV (Sale of goods & Services)	-- (--)	-- (--)	-- (--)	3,178.46 (2,087.88)	-- (--)	3,178.46 (2,087.88)	664.65 (760.78)
Texmaco Rail & Engg. Ltd & Skipper Ltd. JV (Sale of Goods)	-- (--)	-- (--)	-- (--)	11,163.44 (--)	-- (--)	11,163.44 (--)	4,710.11 (--)
Kalindee Cobra JV (Sale of Goods)	-- (--)	-- (--)	-- (--)	-- (11.55)	-- (--)	-- (11.55)	551.33 (551.33)
Kalindee Cobra JV (Amount paid by the company on behalf of others)	-- (--)	-- (--)	-- (--)	1.53 (124.02)	-- (--)	1.53 (124.02)	101.76 (100.23)
Kalindee IL & FS JV (Sale of Goods)	-- (--)	-- (--)	-- (--)	38.36 (389.98)	-- (--)	38.36 (389.98)	1,013.15 (1,792.78)
Kalindee IL & FS JV (Amount paid on behalf of the company)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	1.17 (1.17)
Kalindee Kapoor Railcon JV (Sale of Goods)	-- (--)	-- (--)	-- (--)	-- (316.46)	-- (--)	-- (316.46)	607.98 (619.65)
Kalindee Kapoor Railcon JV (Amount paid on behalf of the company)	-- (--)	-- (--)	-- (--)	0.01 (7.61)	-- (--)	0.01 (7.61)	-- (--)
Kalindee Karthik JV (Sale of Goods)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	18.48 (21.99)
Kalindee Karthik JV (Amount paid on behalf of the company)	-- (--)	-- (--)	-- (--)	1.21 (0.90)	-- (--)	1.21 (0.90)	-- (--)
Kalindee Rahee JV (Amount Paid on behalf of the company)	-- (--)	-- (--)	-- (--)	-- (2.71)	-- (--)	-- (2.71)	-- (--)

Notes to Financial Statement

(₹ in Lakhs)

Transactions	Other Related Party	Subsidiary	Associate	Joint Ventures	Key Managerial Personnel	Grand Total	Balance outstanding as on 31.03.2026
Kalindee URC JV	--	--	--	--	--	--	96.28
(Sale of Goods)	(--)	(--)	(--)	(--)	(--)	(--)	(96.28)
Kalindee VNC JV	--	--	--	--	--	--	1,667.21
(Amount paid by the company on behalf of others)	(--)	(--)	(--)	(2.75)	(--)	(2.75)	(1,667.21)
GMR TPL KRNL JV	--	--	--	--	--	--	516.27
(Sale of Goods)	(--)	(--)	(--)	(--)	(--)	(--)	(543.51)
Tata Projects- Kalindee JV	--	--	--	--	--	--	36.38
(Sale of Goods)	(--)	(--)	(--)	(--)	(--)	(--)	(36.38)
Texmaco-Rahee JV	--	--	--	219.29	--	219.29	160.87
(Sale of Goods)	(--)	(--)	(--)	(729.17)	(--)	(729.17)	(381.70)
Texmaco-Asis JV	--	--	--	707.79	--	707.79	398.88
(Sale of Goods)	(--)	(--)	(--)	(2,570.45)	(--)	(2,570.45)	(306.70)
Texmaco-Asis JV	--	--	--	--	-	--	--
(Amount paid on behalf of others)	(--)	(--)	(--)	(58.18)	(--)	(58.18)	(--)
Corporate Guarantee Given							
Touax Texmaco Railcar Leasing Pvt. Ltd.	--	--	--	104.40	--	104.40	5,018.57
(Against Sale of Wagons)	(--)	(--)	(--)	(4,914.17)	(--)	(4,914.17)	(4,914.17)

Notes to Financial Statement

Note 1.42 Earnings Per Share – The Numerator and Denominator used to Calculate Basic/ Diluted Earnings Per Share

Particulars		2025-26	2024-25
Net Profit for the period from ordinary activities attributable to equity shareholders (Excluding Preference Share Dividend) – used as numerator.	₹ in Lakhs	18,699.80	17,213.26
Weighted average number of Equity shares outstanding used as denominator for Basic earnings per share.	Number	40,29,93,672	39,94,67,302
Weighted Average Number of Equity shares used on denominator for Diluted Earnings Per Share	Number	40,29,93,672	40,13,51,751
(A) Basic Earnings per share (face value of ₹ 1/- each)	₹	4.64	4.31
(B) Diluted Earnings per share (face value of ₹ 1/- each)	₹	4.64	4.29

Note 1.43 Interest In Joint Venture (JV)

Particulars of the Company's interest in Jointly Controlled Entity is as below:

Particulars	Percentage of ownership	Country of Incorporation
Touax Texmaco Railcar Leasing Pvt. Ltd	50%*	India
Wabtec Texmaco Rail Pvt. Ltd	40%	India

** Number of shares held by Texmaco Rail & Engineering Limited in Touax Temxaco Railcar Leasing Pvt. Ltd. Is 3,36,49,999 equity shares, whereas number of equity shares held by Touax Rail India Limited is 3,36,50,001.*

The company's share in assets, liabilities, income and expense in the above jointly controlled entities as at and for the year ended March 31, 2026, is as follows:

(₹ in Lakhs)

Name of Joint Venture	Company's share in				
	Assets	Liabilities	Income	Expenses	Profit/ (Loss) after Tax
Touax Texmaco Railcar Leasing Pvt. Ltd.	33,924.48 (33,814.22)	21,007.04 (21,295.80)	4,978.03 (4,154.17)	3,257.78 (2,686.27)	1,582.90 (1,413.55)
Wabtec Texmaco Rail Pvt. Ltd.	2,686.39 (2,282.97)	962.38 (1,236.74)	4,581.49 (5,282.58)	3,680.94 (4,044.97)	678.57 (919.41)

Note: Figures in bracket are of previous year figure

Notes to Financial Statement

Note 1.44 Employee Benefits Obligation:

The Company accounts for Gratuity and Leave Liability at actuarial valuation at the end of the year i.e. March 31. Accordingly, these Liabilities have been computed by the actuary as at March 31, 2026.

Defined Benefit Plans- As per Actuarial valuation as on 31st March 2026

(₹ in Lakhs)

Sl No.	Particulars	Funded Gratuity 2025-26	Funded Gratuity 2024-25	Unfunded Leave 2025-26	Unfunded Leave 2024-25
A	**Amount Recognised in Balance Sheet**				
	Present Value of defined benefit obligations	2,870.88	2,534.89	807.04	629.30
	Fair Value of Plan Assets	2,292.45	2,100.65	-	-
	Net asset/(liability) recognized in Balance Sheet	**(578.43)**	**(434.24)**	**(807.04)**	**(629.30)**
B	**Change in Present Value of Obligations**				
	Present Value of Obligation as at the beginning of the year	2,534.89	2,350.32	629.30	583.03
	Addition due to Amalgamation	156.35	-	53.20	-
	Current Service Cost	264.56	208.53	97.32	74.83
	Interest (Income) / Cost	179.31	164.13	47.35	40.71
	Re- measurement (or Actuarial) (Gain)/Loss arising from :				
	change in demographic assumptions	7.25	-	(0.72)	-
	change in financial assumptions	(166.62)	57.85	(23.32)	15.98
	experience variance (i.e. Actual experience vs. assumptions)	83.11	99.37	10.47	8.59
	Past Service Cost	228.13	-	94.40	-
	Benefits Paid	(416.10)	(345.31)	(100.96)	(93.84)
	Acquisition Adjustment	-	-	-	-
	Present Value of Obligation as at the end of the year	**2,870.88**	**2,534.89**	**807.04**	**629.30**
C	**Changes in the Fair Value of Plan Assets**				
	Fair Value of Plan Assets as at the beginning of the year	2,100.65	2,170.43	-	-
	Investment Income	335.30	152.07	-	-
	Employer's Contribution	158.59	72.84	-	-
	Employee's Contribution	-	-	-	-
	Benefits paid	(304.95)	(296.65)	-	-
	Return on plan assets , excluding amount recognised in net interest expense	2.86	1.96	-	-
	Fair Value of Plan Assets at the end of the year	**2,292.45**	**2,100.65**	**-**	**-**
D	**Expenses Recognised in the Income Statement**				
	Current Service Cost	420.91	208.53	150.52	74.83
	Past Service Cost	228.13	-	94.40	-
	Net Interest Cost / (Income) on the Net Defined Benefit Liability / (Asset)	29.66	12.07	47.35	40.71
	change in demographic assumptions	-	-	(0.72)	-
	change in financial assumptions	-	-	(23.32)	15.98
	experience variance (i.e. Actual experience vs assumptions)	-	-	10.47	8.59
	Re-measurement (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling	-	-	-	-
	Expenses Recognised in the Income Statement	**678.70**	**220.60**	**278.70**	**140.11**

Notes to Financial Statement

Note 1.44 Employee Benefits Obligation: (Contd.)

(₹ in Lakhs)

Sl No.	Particulars	Funded Gratuity 2025-26	Funded Gratuity 2024-25	Unfunded Leave 2025-26	Unfunded Leave 2024-25
E	**Other Comprehensive Income**				
	Actuarial (gains) / losses arising from				
	change in demographic assumptions	7.25	-	-	-
	change in financial assumptions	(166.62)	57.85	-	-
	experience variance (i.e. Actual experience vs assumptions)	83.11	99.37	-	-
	Return on plan assets, excluding amount recognised in net interest expense	(2.86)	(1.96)	-	-
	Components of defined benefit costs recognised in other comprehensive income	**(79.12)**	**155.26**	**-**	**-**
F	**Major categories of Plan Assets (as percentage of Total Plan Assets)**				
	Government of India securities	-	-	-	-
	State Government securities	-	-	-	-
	High quality corporate bonds	-	-	-	-
	Equity shares of listed companies	-	-	-	-
	Property	-	-	-	-
	Special Deposit Scheme	-	-	-	-
	Funds managed by Insurer	100%	100%	-	-
	Bank balance	-	-	-	-
	Other Investments	-	-	-	-
	Total	**100%**	**100%**	**-**	**-**

G Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows:

Financial Assumptions	Gratuity		Leave	
	2025-26	2024-25	2025-26	2024-25
Discount rate (per annum)	7.16%	6.53%	7.16%	6.53%
Salary growth rate (per annum)	5.00%	5.00%	5.00%	5.00%

Demographic Assumptions	Gratuity		Leave	
	2025-26	2024-25	2025-26	2024-25
Mortality Rate (% of IALM 12-14)	100%	100%	100%	100%
Withdrawal rates, based on age: (per annum)				
Up to 30 years	3.00%	3.00%	3.00%	3.00%
31 - 44 years	2.00%	2.00%	2.00%	2.00%
Above 44 years	1.00%	1.00%	1.00%	1.00%
Rate of Leave Availment (per annum)	NA	NA	NA	NA
Rate of Leave Encashment during employment (P.A.)	NA	NA	NA	NA

Notes to Financial Statement

Note 1.44 Employee Benefits Obligation: (Contd.)

H Sensitivity

The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are:

Particulars		Discount Rate (- / + 1%)	Salary Growth Rate (- / + 1%)	Attrition Rate (- / + 50% of attrition rates)	Mortality Rate (- / + 10% of mortality rates)
Gratuity					
Increase/ (Decrease) in Liability)	31.03.2026	(5,911.98)	(5,588.39)	(5,699.63)	(5,413.30)
Increase/ (Decrease) in Liability)	31.03.2026	(155.32)	163.94	30.84	(319.90)
Increase/ (Decrease) in Liability)	31.03.2025	(5,199.54)	(4,951.30)	(5,046.42)	(4,809.80)
Increase/ (Decrease) in Liability)	31.03.2025	(115.46)	130.58	19.05	(256.36)
Leave					
Increase/ (Decrease) in Liability)	31.03.2026	(1659.17)	(1567.91)	(1598.26)	(1486.09)
Increase/ (Decrease) in Liability)	31.03.2026	(43.00)	48.10	9.40	(125.96)
Increase/ (Decrease) in Liability)	31.03.2025	(1,293.87)	(1,225.30)	(1,249.70)	(1,155.54)
Increase/ (Decrease) in Liability)	31.03.2025	(30.92)	37.47	6.93	(102.10)

I The defined benefit obligations shall mature after the end of reporting period is as follows:

Expected cash flows over the next (valued on undiscounted basis):

(₹ in Lakhs)

Financial Assumptions	Gratuity		Leave	
	2025-26	2024-25	2025-26	2024-25
1 Year	535.10	761.50	219.86	193.35
2 to 5 years	1,359.26	1,006.48	294.48	212.92
6 to 10 years	1,060.06	827.12	260.59	185.21
More than 10 years	1,768.13	1,106.84	556.76	372.49

J Risk Exposure

Valuations are performed on certain basic set of pre-determined assumptions and other regulatory framework which may vary over time. Thus, the Company is exposed to various risks in providing the above gratuity benefit which are as Interest Rate risk, Liquidity Risk, Salary Escalation Risk, Demographic Risk, Regulatory Risk, Asset Liability Mismatching or Market Risk, Investment Risk etc.

Notes to Financial Statement

Note 1.45 Leases:

The Company has taken Computers & Software on lease rental for its business operations. The agreement has a lease term of 5 years, having the option to extend the lease after the expiry of such term. The Company's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Company is restricted from assigning and subleasing the leased assets.

The Company has also taken land on lease for the purpose of its operation. The agreement for the same remain valid till FY 2086.

Set out below are the carrying amounts of Right of Use assets recognized and movement during the year.

(₹ in Lakhs)

Particulars	31.03.2026	31.03.2025
Carrying value of right of use assets at the beginning of the reporting date	905.61	444.75
Addition during the year	529.82	561.85
Depreciation	249.75	100.99
Carrying value of right of use assets at the end of the reporting date	1,185.68	905.61

Set out below are the carrying amounts of lease liabilities and the movement during the year.

(₹ in Lakhs)

Particulars	31.03.2026	31.03.2025
Lease liabilities at the beginning of the reporting date	760.99	137.91
Addition during the year	29.92	711.34
Accretion of Interest	68.94	85.34
Terminated during the year	(2.47)	-
Rent	(116.75)	(173.60)
Closing lease liabilities	**740.63**	**760.99**
Lease liabilities included in the statement of financial position		
Short Term	50.52	46.96
Long Term	690.11	714.03

The effective interest rate for lease liabilities is 9% with maturity between 5 years.

Impact of Statement of Profit and Loss.

(₹ in Lakhs)

Particulars	31.03.2026	31.03.2025
Depreciation expense	249.75	100.99
Interest expenses	68.94	85.34

Impact of Statement of Cash Flows:

(₹ in Lakhs)

Particulars	31.03.2026	31.03.2025
Payment of principal portion of lease liabilities	47.81	88.26
Payment of interest portion of lease liabilities	68.94	85.34

Notes to Financial Statement

Note1.46 Amount Remitted during the year on Account of Dividend (as Certified by the Management)

Particulars	2025-26	2024-25
Number of Non-resident Shareholders	4,465	4,009
Number of Equity Shares held	56,48,101	47,97,775
Dividend remitted (₹ in Lakhs) (Net of TDS)	33.54	18.98
Year of Dividend paid	2024-25	2023-24

Note 1.47 Value of Imports on C.I.F. Basis

(₹ in Lakhs)

Particulars	2025-26	2024-25
Raw Materials	-	-
Components, Spare Parts and Stores	21,733.20	32,443.66
Total	**21,733.20**	**32,443.66**

Note 1.48 Consumption of raw materials, components, stores, and spare parts includes profit/loss on sale thereof and exchange difference arising on Foreign Currency Transactions on account of import of Raw Materials/Stores and has been accounted under respective Revenue heads.

Note 1.49 Escalation, Insurance claims and other claims have been accounted for on accrual basis based on latest data available with the Company and where the realization of the amount is reasonably certain.

Note 1.50 Income in Foreign Exchange

(₹ in Lakhs)

Particulars	2025-26	2024-25
Export of Goods (F.O.B.)	14,668.23	31,657.80

Note 1.51 Details of Inventory of Work in Progress

(₹ in Lakhs)

Particulars	2025-26	2024-25
Work-in- Process		
- Freight Car Division	28,407.51	24,182.68
- Infra-Rail & Green Energy	-	204.05
Total	**28,407.51**	**24,386.73**

Notes to Financial Statement

Note 1.52 As a part of company's risk management policy, the financial risks mainly relating to changes in the exchange rates are hedged by using a combination of forward contracts, besides the natural hedges.

(₹ in Lakhs)

	Particulars	2025-26	2024-25
(a)	Un-hedged foreign currency exposure as at 31 March 26 – Payables. USD- Nil (Previous Year: USD: NIL)	-	-
(b)	Un-hedged foreign currency exposure as at 31 March 26 – Receivable. USD : 13,14,936.62, AUD: 7,77,444.52, Euro: 21,08,762.63, JPY: 5,39,94,321.00 and NRS:1,30,40,722.04 Previous Year - USD : 12,82,771.65, AUD: 8,41,472.75, Euro: 21,08,762.63, JPY: 7,00,27,768.00 and NRS:1,30,40,722.04	4,453.25	3,970.17

Note: Un-hedged foreign currency exposure - Payable amounting to USD 83,75,213.14 is naturally hedged by receivable of equivalent amount.

Note 1.53 Details of Income/ Expenses Disclosed on Net Basis

(₹ in Lakhs)

Sl No	Particulars	2025-26	2024-25
1	**Profit/ Loss on sale of Property, Plant & Equipment**		
	Profit	20.80	121.00
	Loss	38.23	-
	Net	**(17.43)**	**121.00**

Notes to Financial Statement

Note 1.54 Disclosure pursuant to Ind AS 111– Joint Arrangements

Name of Joint venture	Description of Interest/ (Description of Job)	Country of Residence
Kalindee Kartik JV	Jointly controlled operations (civil work and signaling at Sini Jharkhand, SE Railway) – 80%	India
Kalindee Kapoor Railcon JV	i. Jointly controlled operations (civil work and signaling at Rani Keshwaganj and Rajasthan) – 71% ii. Jointly controlled operations (civil work and signaling at Lucknow Pilibhit, Uttar Pradesh) – 71% iii. Jointly controlled operations (civil work and signaling at Palanpur - Sarotra) – 70%	India
Kalindee IL&FS JV	Jointly controlled operations (civil work and signaling at Sholapur division of Central Railway in the state of Maharashtra, India) – 40%	India
Kalindee Cobra JV	Jointly controlled operations (civil work and signaling at Bina Kota division of RVNL in the state of Rajasthan, India) – 78%	India
GMR-TPL-Kalindee JV	i. Jointly controlled operations (civil work and signaling of RVNL projects in the state of Uttar Pradesh) – 29% ii. Jointly controlled operations (civil work and signaling of RVNL projects in the state of Telangana) – 35.48%	India
Kalindee VNC JV	Jointly controlled operations (civil work and track work of Bangalore Metro & Delhi Metro in the state of Karnataka and Delhi, India respectively) – 50%	India
Kalindee URC JV	Jointly controlled operations (civil work and signaling of RVNL Project in the state of Tamilnadu, India) – 50%	India
Tata projects – Kalindee JV	Jointly controlled operations (civil, signaling and electrification work of RVNL Project in the state of Assam, India) – 10%	India
Bright - Kalindee JV	i) Jointly controlled operations (OHE & signaling work of RVNL Project in the state of Andhra Pradesh, India) - 30% ii) Jointly controlled operations (Civil,OHE & signaling work of RVNL Project in the state of West Bangal, India) - 89.22%	India
Kalindee ASIS JV	Jointly controlled operations (Manufacturing and commissioning of Automatic Fare collection Systems at Mumbai Metro division of MMRC in the state of Maharashtra, India) - 90%	India
Swastish Enterprise Limited	Joint Operation of Railway overhead electrical work	India
Bright-Vijaywargi	Joint Operations (25KV, 50 HZ Single phase traction,OHE,Scada,Gen.Ele.Works,Civil Works between Jakhal-Hissar BPP-82%, VIJAYWARGI -18%	India
Bright-Texmaco	Joint Operation of Railway overhead electrical work at Maharastra, Karnataka & Tamilnadu.	India
ISC Project Texmaco JV	Joint Operation Indore Metro -Texmaco BPP: 28.57%	India
Texmaco Rail & Engineering Limited & Spark Electrical & Projects Pvt. Ltd. JV-Mumbai	Joint Operation for conversion of overhead LT line to underground LT line with Spark Electrical for the project of MPMKVVCL,Bhopal.	India
Texmaco Rail & Engineering Limited & Skipper Ltd JV-Mumbai	For Transmission line and sub-station for the project at Madhya pradesh and Chhatisgarh	India
Texmaco-Pril JV	For Ballast less Track at Rayagada Station, Texmaco-62.03% and Patil Rail-37.97%.	India

Notes to Financial Statement

Note 1.55 Financial Risk Management Objectives and Policies

The Company's activities expose it to Credit Risk, Liquidity Risk, Market Risk, and Equity Price Risk.

This note explains the source of risk which the Company is exposed to and how the Company manages the risk and the impact. The management of the company ensures that risks are identified, measured and mitigated in accordance with the Risk Management Policy of the company. The Board provides guiding principles on risk management and also review these risks and related risk management policies which are given as under.

The Company's financial liabilities comprise borrowings, capital creditors and trade and other payables. The company's financial assets include trade and other receivables, cash and cash equivalents, investments including investments in subsidiaries, loans & advances, and deposits.

A. **Credit Risk**- A risk that counterparty may not meet its obligations under a financial instrument or customer contract, leading to a financial loss is defined as Credit Risk. The Company is exposed to credit risk from its operating and financial activities.

   Customer credit risk is managed by the respective marketing department subject to the Company's established policy, procedures and control relating to customer credit risk management. The Company reviews the creditworthiness of these customers on an on-going basis. The Company estimates the expected credit loss on the basis of past data, experience and policy laid down in this respect. The maximum exposure to the credit risk at the reporting date is the carrying value of the trade receivables disclosed in Note 1.11 as the Company does not hold any collateral as security. The Company has a practice to provide for doubtful debts as per its approved policy.

B. **Liquidity Risk**- A risk that the Company may not be able to settle or meet its obligations at a reasonable price is defined as liquidity risks. The Company's treasury department is responsible for managing liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

   The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of cash credits, Term loans among others.

C. **Interest Risk** – Interest Risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market interest rates. The Company's exposure to the risk of change in market interest rates related primarily to the company's short term borrowing (excluding commercial paper) with floating interest rates. For all long term borrowings with floating rates, the risk of variation in the interest rates is mitigated through interest rate swaps. The Company constantly monitors the credit markets and rebalances its financing strategies to achieve on optimal maturity profile and financing cost.

D. **Market Risk**- A risk that the fair value of future cash flows of a financial instrument may fluctuate because of changes in market prices is defined as Marketing Risk. Such changes in the value of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes.

   (i) Foreign Currency Risk- A risk that the fair value or future value of the cash flows of an forex exposure will fluctuate because of changes in foreign exchange rates is defined as Foreign Currency Risk. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's export, import and foreign currency loan/ derivatives operating activities. The Company, as per its risk management policy, uses foreign exchange and other derivative instruments primarily to hedge foreign exchange exposure. The management monitors the foreign exchange fluctuations on a continuous basis.

   (ii) Foreign currency sensitivity- The following table demonstrates the sensitivity to a reasonably possible change in USD and Euro exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities. The Company's exposure to foreign currency changes for all other currencies are not material.

Notes to Financial Statement

Note 1.55 Financial Risk Management Objectives and Policies (Contd.)

(₹ in Lakhs)

Particulars	As on 31.03.2026	As on 31.03.2025
Foreign Currency (Payable) / Receivable (net) – EURO	2,298.45	1,941.96
Foreign Currency (Payable) / Receivable (net) - USD	1,247.02	2,076.67
Impact		
- EURO/INR- Increase by 10%	229.84	194.20
- EURO/INR- Decrease by 10%	(229.84)	(194.20)
USD/INR- Increase by 10%	124.70	207.67
USD/INR- Decrease by 10%	(124.70)	(207.67)

E. **Equity Price Risk** - A risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in equity prices (other than those arising from interest rate or foreign exchange rate risk), whether those changes are caused by factors specific to the individual financial instruments or its issuer, or by factors affecting all similar financial instruments traded in the market is defined as Equity Price Risk.

The Company generally invests in the equity shares of the Subsidiaries, Associates, Joint Ventures and some of the group companies as part of the Company's overall business strategy and policy. The Company manages the equity price risk through placing limits on individual and total equity investment in each of the subsidiaries and group companies based on the respective business plan of each of the companies. The Company's investment in quoted equity instruments (other than above) is not material. For sensitivity analysis of Company's investments in equity instruments, refer Note No. 1.04 (Fair Value).

Note 1.56 Capital Management

The Company's objective when managing capital (defined as net debt and equity) is to safeguard the Company's ability to continue as a going concern in order to provide returns to shareholders and benefits for other stakeholders, while protecting and strengthening the Balance Sheet through the appropriate balance of debt and equity funding. The Company manages its capital structure and makes adjustments to it, in taking into consideration the economic conditions and strategic objectives of the Company.

Note 1.57 Fair Value

Carrying amounts and fair values Fair Value through Profit & Loss (FVTPL) of financial instruments, including their levels in the fair value hierarchy has been mentioned in Note No. B (ix) and has been mentioned in Note No 1.04 and Note No 1.10. All the investments which have been fair valued are classified under Level – 1 (Listed) & Level– 2 (Unlisted).

Notes to Financial Statement

Note 1.58 Financial Instruments

A. Accounting classification and Fair Value

(₹ in Lakhs)

31st March 2026	Carrying amount				Fair value			Total
	FVTPL	FVTOCI	Amortised Cost*	Total	Level 1	Level 2	Level 3	
Financial Assets (Long Term)								
- Investments	-	17,064.91	-	17,064.91	513.52	16,551.39	-	17,064.91
- Bank Balances	-	-	797.84	797.84	-	-	797.84	797.84
- Others	-	-	659.18	659.18	-	-	659.18	659.18
Financial Assets (Short Term)								
- Investments	19,708.85	-	-	19,708.85	19,708.85	-	-	19,708.85
- Trade Receivable	-	-	1,24,377.82	1,24,377.82	-	-	1,24,377.82	1,24,377.82
- Cash and cash equivalents	-	-	5,533.85	5,533.85	-	-	5,533.85	5,533.85
- Bank Balances & Others	-	-	13,925.96	13,925.96	-	-	13,925.96	13,925.96
- Loans & Advances	-	-	1,682.98	1,682.98	-	-	1,682.98	1,682.98
- Others	-	-	2,393.65	2,393.65	-	-	2,393.65	2,393.65
Total	**19,708.85**	**17,064.91**	**1,49,371.28**	**1,86,145.04**	**20,222.37**	**16,551.39**	**1,49,371.28**	**1,86,145.04**
Financial liabilities (Long Term)								
- Borrowings	-	-	18,504.71	18,504.71	-	-	18,504.71	18,504.71
- Lease Liabilities	-	-	690.11	690.11	-	-	690.11	690.11
Financial liabilities (Short Term)								
- Borrowings	-	-	54,941.02	54,941.02	-	-	54,941.02	54,941.02
- Lease Liabilities	-	-	50.52	50.52	-	-	50.52	50.52
- Trade Payable	-	-	59,677.00	59,677.00	-	-	59,677.00	59,677.00
- Other Financial Liabilities	-	-	2,530.88	2,530.88	-	-	2,530.88	2,530.88
Total	**-**	**-**	**1,36,394.24**	**1,36,394.24**	**-**	**-**	**1,36,394.24**	**1,36,394.24**

(₹ in Lakhs)

31st March 2025	Carrying amount				Fair value			Total
	FVTPL	FVTOCI	Amortised Cost*	Total	Level 1	Level 2	Level 3	
Financial Assets (Long Term)								
- Investments	-	75,393.54	-	75,393.54	555.80	74,837.74	-	75,393.54
- Bank Balances	-	-	1,157.91	1,157.91	-	-	1,157.91	1,157.91
- Others	-	-	844.90	844.90	-	-	844.90	844.90
Financial Assets (Short Term)								
- Investments	8,259.22	-	-	8,259.22	8,259.22	-	-	8,259.22
- Trade Receivable	-	-	1,14,590.97	1,14,590.97	-	-	1,14,590.97	1,14,590.97
- Cash and cash equivalents	-	-	3,527.17	3,527.17	-	-	3,527.17	3,527.17
- Bank Balances & Others	-	-	15,226.26	15,226.26	-	-	15,226.26	15,226.26
- Loans & Advances	-	-	984.56	984.56	-	-	984.56	984.56
- Others	-	-	1,991.16	1,991.16	-	-	1,991.16	1,991.16
Total	**8,259.22**	**75,393.54**	**1,38,322.93**	**2,21,975.69**	**8,815.02**	**74,837.74**	**1,38,322.93**	**2,21,975.69**
Financial liabilities (Long Term)								
- Borrowings	-	-	32,903.58	32,903.58	-	-	32,903.58	32,903.58
- Lease Liabilities	-	-	714.03	714.03	-	-	714.03	714.03
Financial liabilities (Short Term)								
- Borrowings	-	-	53,472.51	53,472.51	-	-	53,472.51	53,472.51
- Lease Liabilities	-	-	46.96	46.96	-	-	46.96	46.96
- Trade Payable	-	-	58,217.78	58,217.78	-	-	58,217.78	58,217.78
- Other Financial Liabilities	-	-	2,679.94	2,679.94	-	-	2,679.94	2,679.94
Total	**-**	**-**	**1,48,034.80**	**1,48,034.80**	**-**	**-**	**1,48,034.80**	**1,48,034.80**

* The carrying value and the fair value approximates.

Notes to Financial Statement

Note 1.58 Financial Instruments (Contd.)

B. Measurement of fair values

The table shown below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined below:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

C. Valuation techniques

The following methods and assumptions were used to estimate the fair values

1) Fair value of the cash and short term deposits, current loans and advances and other current financial liabilities, short term borrowing from banks and other financial institutions and other similar items approximate their carrying value largely due to short term maturities of these instruments.
2) Long-term receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual credit worthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.
3) The fair value of unquoted instruments, loans from banks/financial institution and other financial liabilities is estimated by discounting future cash flows using rates currently available for debt of similar terms, credit risk and remaining maturities.

Note 1.59 Tax Expense

(₹ in Lakhs)

Particulars	For the Year ended	
	31st March, 2026	31st March, 2025
a) Tax Expense		
Current Tax		
- Current tax on profits for the year	4,746.00	4,888.00
- Adjustments for current tax of prior periods	(390.47)	139.52
- **Total current tax expense**	**4,355.53**	**5,027.52**
Deferred Tax		
- Decrease/(increase) in deferred tax assets	136.14	(884.50)
- (Decrease)/increase in deferred tax liabilities	2,609.37	1,021.62
- Total deferred tax expenses/(benefit)	2,745.51	137.12
MAT credit entitlement utilised	1,302.00	3,484.94
Tax Expense	**8,403.04**	**8,649.58**
b) Reconciliation of tax expenses and the accounting profit multiplied by India's tax rate		
Profit before tax	27,102.84	25,862.84
Tax at the Indian tax rate	9,470.82	9,037.50
Tax effect of amounts which are not deductible (taxable) in calculating taxable income		
- Corporate social responsibility expenditure	90.24	28.27
- Disallowance of estimated expenditure to earn tax exempt income	-	-
- Income from rented property (net)		
- Income from Investment		
- Income from Investment - LTCG		
- Companies Act Depreciation		
- Others	-	-
Tax effect of amounts which are deductible (non-taxable) in calculating taxable income		
- Income from dividend		
- Weighted deduction on R&D expenses	-	-
- Income from Investment	(5.83)	(698.88)
- Income from rented property	(139.90)	(125.80)
- MAT Credit/carry forward losses adjustment & Others	(591.87)	(237.97)
Tax effect of other adjustment		
- Income from Investment	79.67	104.94
- Income tax for earlier years	(390.47)	139.52
- Others	(109.62)	402.00
Tax Expense	**8,403.04**	**8,649.58**

Notes to Financial Statement

Note 1.60 Information about Segment Working is given below:

(₹ in Lakhs)

Particulars	2025-26					2024-25				Total
	Freight Car Division	Infra Rail &Green Energy	Infra Electrical	Real Estate	Total	Freight Car Division	Infra Rail &Green Energy	Infra Electrical	Real Estate	
	1	2	3	4	5 (1+2+3+4)	1	2	3	4	5 (1+2+3+4)
Revenue (Net of Excise Duty and Cess)										
Net Sales	3,39,571.81	34,830.65	60,892.19	-	4,35,294.65	3,41,156.54	43,069.24	36,563.48	-	4,20,789.26
Other Operating Revenue	1,766.27	3.24	75.73	-	1,845.24	1,702.23	762.26	144.20	-	2,608.69
Total	**3,41,338.08**	**34,833.89**	**60,967.92**	**-**	**4,37,139.89**	**3,42,858.77**	**43,831.50**	**36,707.68**	**-**	**4,23,397.95**
Result										
Segment Result	28,517.67	(2,740.40)	6,593.19	(44.13)	32,326.33	25,388.60	(2,907.93)	4,443.92	-	26,924.59
Others (Net of Unallocated Expenses)					2,178.59					5,521.57
Operating Profit/(Loss)					**34,504.92**					**32,446.16**
Interest Expense					(9,874.26)					(9,424.13)
Interest Income					2,472.18					2,840.81
Total Profit/(Loss) before Tax					**27,102.84**					**25,862.84**
Provision for Current Tax					(4,746.00)					(4,888.00)
Provision for Deferred Tax					(4,047.51)					(3,622.06)
Income Tax for Earlier Year					390.47					(139.52)
Profit/(Loss) from ordinary activities					**18,699.80**					**17,213.26**
Extra ordinary items					-					-
Net Profit/(Loss)					**18,699.80**					**17,213.26**
Other Information										
Segment Assets	2,79,400.18	1,11,683.89	49,583.40	2,150.53	4,42,818.00	2,02,985.60	1,16,939.61	36,272.04	-	3,56,197.25
Unallocated Corporate assets					36,773.76					83,652.76
Total assets					**4,79,591.76**					**4,39,850.01**
Segment liabilities	1,26,295.03	22,574.07	27,714.58	-	1,76,583.68	1,33,728.09	25,462.59	13,475.31	-	1,72,665.99
Unallocated corporate liabilities					70,000.00					-
Total Liabilities					**2,46,583.68**					**1,72,665.99**
Capital expenditure					8,567.71					9,678.73
Depreciation					4,609.33					3,433.53
Non-cash expenses other than depreciation					860.88					3,136.90

Note : The Company operates predominantly within the geographical limits of India and accordingly secondary segments have not been considered.

Notes to Financial Statement

Note 1.61 Disclosures as per Ind AS 115 "Revenue from contract with customer"

(₹ in Lakhs)

Class of Goods		Sales	Opening Stock	Closing Stock
Wagons	**2025-26**	**3,21,145.69**	**512.81**	**1,119.91**
	2024-25	3,18,712.12	3,362.48	512.81
Rail EPC	**2025-26**	**92,660.82**	**-**	
	2024-25	74,655.06	-	-
Structurals	**2025-26**	**555.74**	**-**	
	2024-25	2,116.51	375.58	-
Bridges	**2025-26**	**-**	**-**	
	2024-25	1,103.06	46.92	-
Locomotive and its Components	**2025-26**	**-**	**-**	
	2024-25	-	-	-
Site Fabrication and Erection	**2025-26**	**1,184.44**	**-**	
	2024-25	1,758.08	-	-
Steel Castings & Ingots (Including Draft Gear 4000 Sets)	**2025-26**	**19,728.15**	**55.85**	**-**
	2024-25	20,877.35	-	55.85
Power Tiller/Reaper	**2025-26**		**-**	**-**
	2024-25	-	3.13	-
Ring Frames, Doublers and Worsted Ring Frames	**2025-26**		**-**	**-**
	2024-25	-	0.61	-
Speed Frames	**2025-26**		**-**	**-**
	2024-25	-	0.39	-
Other Sales	**2025-26**	**19.81**	**-**	
	2024-25	1,567.08	-	-
Add: Other Operating Revenue / Income	**2025-26**	**1,845.24**	**-**	
	2024-25	2,608.69	-	-
Total Operating Revenue / Income from Operations	**2025-26**	**4,37,139.89**	**568.66**	**1,119.91**
	2024-25	4,23,397.95	3,789.11	568.66

Notes to Financial Statement

Note 1.62 Key Ratios:

Ratio	Numerator	Denominator	31st Mar, 2026	31st Mar, 2025	% Variance	Reason for Variance (For changes more than 25%)
(a) Current Ratio	Current Assets	Current Liability	2.41	2.36	2.12%	
(b) Debt-Equity Ratio	Total Debt (Non-Current borrowing+Current Borrowing)	Shareholder's Equity	0.32	0.32	-	
(c) Debt Service Coverage Ratio	Net Profit after taxes+ Non-cash operating expenses (depreciation and other amortizations) + Finance Cost + other adjustments (loss on sale of PPE)	Debt service = Interest & Lease Payments + Long Term Loan Repayments	1.68	1.08	55.56%	Improved due to higher earnings available for debt servicing following the amalgamation of Texmaco West Rail Limited w.e.f. 01 April 2025.
(d) Return on Equity Ratio	Net Profits after taxes	Average Shareholder's Equity	7.48%	6.68%	11.98%	Variation remains below 25% due to the amalgamation of Texmaco West Rail Limited w.e.f. 01 April 2025. Excluding the amalgamation impact, ROE would have declined by 35.56%, primarily due to lower net profit.
(e) Inventory turnover Ratio	Sale of products (Revenue from operation)	Average Inventory	5.76	6.16	(6.49%)	
(f) Trade Receivables turnover Ratio	Sale of products (Revenue from operation)	Average Trade Receivable	3.66	4.17	(12.23%)	
(g) Trade payables turnover Ratio	Cost of Goods sold (Material consumed+Changes in Inventory+Erection Expenses+Power & Fuel Expenses)	Average Trade Payable	6.19	5.74	7.84%	
(h) Net capital turnover Ratio	Sale of products (Revenue from operation)	Working Capital	2.06	2.35	(12.34%)	
(i) Net profit Ratio	Net Profit after taxes	Sale of products (Revenue from operation)	4.28%	4.07%	5.16%	Variation remains below 25% due to the amalgamation of Texmaco West Rail Limited w.e.f. 01 April 2025. Excluding the amalgamation impact, Net Profit Ratio would have declined by 29.88%, primarily due to lower net profit.
(j) Return on Capital employed	Earning before interest & tax (Profit before tax-interest income+interest expenses)	Capital Employed (Share Capital+Other Equity-Capital Reseve+Total Debt+Deffered Tax Liability)	10.99%	9.05%	21.44%	
(k) Return on investment	Income generated from Investment	Average Investment	5.92%	9.48%	(37.55%)	Declined due to lower investment income relative to the average investment base during the year. The amalgamation had no material impact on this ratio.

Note: For the purpose of the above ratio analysis, current liabilities exclude the provision for contingencies of ₹700 crore, which has been created by extracting the same from Other Equity

Notes to Financial Statement

Note 1.63 Additional Regulatory Information

1) Company has used the borrowings from banks and financial institutions for the specific purpose for which it has taken at the balance sheet date.

2) No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act,1988 (45 of 1988) and the rules made thereunder, and company has not been declared as a willful defaulter by any bank or institution or other lender.

3) To the best of the information available, the company has not entered any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act,1956

4) Company is filling monthly statement of current assets in respect of its borrowings from banks and status of agreement of quarter end statements with books are as under:

31st March 2026	Quarter-1	Quarter-2	Quarter-3	Quarter-4
Status	**In Agreement**	**In Agreement**	**In Agreement**	**In Agreement**
Reason of Material difference	NA	NA	NA	NA

5) There is no income surrendered or disclosed as income during the year in tax assessment under the Income Tax Act,1961 (such as search or survey), that has not been recorded in the books of account.

6) The Company has not received any fund from any person(s) or entity(ies), including foreign entities ("Funding Party") with the understanding (whether recorded in writing or otherwise) that the Company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the ultimate beneficiaries.

7) No funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entity ("intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security, or the like on behalf of the Ultimate Beneficiaries.

8) The Company has not traded or invested in crypto currency or virtual currency during the year.

Note: 1.63a

The Government of India has consolidated 29 labour laws into four Labour Codes ("New Labour Codes"), effective from 21st November 2025, with the related rules yet to be notified. The Codes, inter alia, introduce a uniform definition of wages and enhanced leave benefits.

The Company has assessed the impact of these changes, resulting in an increase in gratuity and leave encashment liabilities of ₹ 302.26 lakhs. Considering the non-recurring nature of the impact, the incremental amount has been presented as "Impact of Labour Codes" under Exceptional Items in the statement of profit and loss for the year ended 31st March 2026.

Notes to Financial Statement

Note 1.64 Previous year's figures have been regrouped/ rearranged/ restated/ recast wherever necessary to confirm this year's classification.

Note 1.65 Figures below ₹500/- have been omitted for rounding off, ₹500/- and above have been rounded off to the next ₹1,000/-.

In terms of our Report of even date attached herewith.

For **L. B. Jha & Co. LLP**
Chartered Accountants
Firm Registration No: 301088E/ E300295

Ranjan Singh
Partner
Membership No.305423
F2/2, Gillander House
8, Netaji Subhas Road
Kolkata- 700 001
Dated: 12th May, 2026

Sandeep K. Sultania
Company Secretary

K. K. Rajgaria
C.F.O

Directors
S.K.Poddar
Utsav Parekh
Indrajit Mookerjee
Sudipta Mukherjee
A.K.Vijay

Notes to Financial Statement

Note 1.66 Statement containing salient features of the financial statement of subsidiary as at 31.03.2026

Part "A": Subsidiaries

(₹ in Lakhs)

SL N.	Name of Subsidiary Company	Name of Subsidiary Companies						
		Texmaco Nymwag Rail & Components Pvt Ltd	Saira Asia Interiors Pvt Ltd	Texmaco Middle East DMCC	Texmaco Transtrak Pvt. Ltd.	Texmaco Defense Technologies Limited*	Texmaco Rail Systems Pvt. Ltd.	Belgharia Engineering Udyog Pvt. Ltd
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	No	No	No	No	No	No	No
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	NA	NA	Yes	NA	NA	NA	NA
3	Share Capital	21.78	3,639.91	470.56	1.00	4.00	8.00	1.00
4	Reserves & Surplus	7,752.71	(3,484.28)	(87.26)	(627.81)	(2.95)	(6.62)	(0.90)
5	Total Assets	24,685.68	1,975.97	415.83	15.62	1.22	1.53	0.25
6	Total Liabilities	16,911.19	1,820.33	32.54	642.43	0.17	0.15	0.15
7	Investments	-	-	-	-	-	-	-
8	Turnover	-	618.77	-	-	-	-	-
9	Profit/(Loss) before Taxation	(30.81)	(362.98)	(72.88)	(44.14)	(0.36)	(1.13)	(0.31)
10	Provision for Taxation	(30.02)	-	-	(0.25)	-	-	-
11	Profit/(Loss) after Taxation	60.83	(362.98)	(72.88)	(43.89)	(0.36)	(1.13)	(0.31)
12	Proposed Dividend	NIL	NIL	NIL	NIL	NIL	NIL	NIL
13	% of shareholding	51.00%	51.00%	100.00%	83.67%	100.00%	51.00%	100.00%

* Formerly known as Texmaco Rail Electrification Limited

Statement Pursuant to Section 129 (3) of the Companies Act, 2013 related to Associates and Joint Ventures

Part "B": Associates and Joint Ventures

(₹ in Lakhs)

Sl No.	Name of Associates/Joint Ventures	Touax Texmaco Railcar Leasing Private Limited	Wabtec Texmaco Rail Private Limited	Panihati Engineering Udyog Pvt. Ltd.
1	Latest audited Balance Sheet Date	31st March 2026 (Audited)	31st March 2026 (Audited)	31st March 2026 (Audited)
2	Shares of Associate/ Joint Ventures held by the company on the year end Numbers	3,36,49,999	32,81,700	30,000
	Amount of Investment in Joint Venture / Associate	3,365.00	328.17	3.00
	Extent of Holding (in %)	50%	40%	48.78%
3	Description of how there is significant influence	Holding more than 20%	Holding more than 20%	Holding more than 20%
4	Reason why the Joint Venture / Associate is not Consolidated	N.A.	N.A.	N.A.
5	Net worth attributable to Shareholding as per latest audited Balance Sheet	25,834.87	4,310.02	5.24
6	Profit / (Loss) for the year	3,165.80	1,696.42	0.81
	i. Considered in Consolidation	1,582.90	678.57	0.40
	ii. Not Considered in Consolidation	1,582.90	1,017.85	0.41

In terms of our Report of even date attached herewith.

For **L. B. Jha & Co. LLP**
Chartered Accountants
Firm Registration No: 301088E /E300295

Ranjan Singh
Partner
Membership No.305423
F2/2, Gillander House
8, Netaji Subhas Road
Kolkata- 700 001
Dated: 12th May, 2026

Sandeep Kumar Sultania
Company Secretary

K. K. Rajgaria
C.F.O

Directors
S.K.Poddar
Utsav Parekh
Indrajit Mookerjee
Sudipta Mukherjee
A.K.Vijay

Consolidated Financial Statements

Independent Auditor's Report

To

The Members of

TEXMACO RAIL & ENGINEERING LIMITED

Report on the Audit of the Consolidated Financial Statements

Qualified Opinion

1. We have audited the accompanying consolidated financial statements of **TEXMACO RAIL & ENGINEERING LIMITED** (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associate and jointly controlled entities , which comprise the Consolidated Balance Sheet as at 31st March, 2026, the Consolidated Statement of Profit and Loss (including other comprehensive Income), the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements including a summary of material accounting policies and other explanatory information (herein after referred to as "Consolidated Financial Statements").

   In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion Paragraph of our report and based on the consideration of reports of the other auditors on separate financial statements of the subsidiaries and jointly controlled entities referred to in the Other Matters paragraph, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of their consolidated state of affairs of the Group as at March 31, 2026, of consolidated profit (including Other Comprehensive Income), consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Qualified Opinion

2. As detailed in Note 1.37 to the consolidated financial statements, the company has assessed the current geopolitical situation including possible impact of trade uncertainties, supply chain disruption, escalation of costs and other macro level risks. In order to mitigate the possible impact of these risks the company has created a provision for contingencies by way of charge to its free reserves in the current year. This charge has not been routed through the profit and loss account for reasons stated in the above-mentioned note to accounts. Given the uncertainties involved in this regard, it was not possible to assess the exact time frame of the impact of such risks.

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained along with the consideration of audit reports of the other auditors referred to in sub paragraph (a) of the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

4. Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

<table>
<tr><th>Key Audit Matter</th><th>Procedures Performed</th></tr>
<tr><td>

Revenue Recognition for long term projects

The Company's significant portion of business is undertaken through long term engineering, procurement and construction contracts. Revenue from these contracts is recognized over a period of time in accordance with the requirements of Ind AS 115, Revenue from Contracts with Customers. Due to the nature of the contracts, revenue recognition involves usage of percentage of completion method which is determined based on proportion of contract costs incurred to date compared to estimated total contract costs, which involves significant judgments, identification of contractual obligations and the Company's rights to receive payments for performance completed till date, changes in scope and consequential revised contract price and recognition of the liability for loss making contracts/ onerous obligations. Accuracy of revenues and onerous obligations, profits may deviate significantly on account of change in judgements and estimates.

</td><td>

Our audit procedures included the following:

- We evaluated the Company's accounting policies pertaining to revenue recognition and assessed compliance with the policies in terms of Ind AS 115 - Revenue from Contracts with Customers.
- We identified and tested controls related to revenue recognition and our audit procedure focused on determination of progress of completion, recording of costs incurred and estimation of costs to complete the remaining contract obligations through inspection of evidence of performance of these controls.
- We tested on a sample basis, and inspected the underlying customer contracts, performed retrospective review of costs incurred with estimated costs to identify significant variations and assessed whether those variations were considered in estimating the remaining costs to complete and consequential determination of stage of completion, which formed the basis of revenue recognition under the input method. We reviewed the management's evaluation process to recognize revenue over a period of time, the status of completion for projects and total cost estimates. We analysed the forecast of sample contracts arising from contract modifications and current ongoing negotiations and settlements that may impair the profitability of such contracts as well as the collectability of such contracts by reference to the recent credit review assessment of the customer prepared by management.
- We inspected contracts with exceptions including contracts with low or negative margins, loss making contracts, contracts with significant changes in planned cost estimates, probable penalties due to delay in contract execution and significant overdue net receivable positions for contracts with marginal or no movement to determine the level of provisioning required.

We assessed that the contractual positions and revenue for the year were presented and disclosed in the financial statements.

</td></tr>
<tr><td>

Contingent Liabilities

The Company operates in a complex tax environment and is required to discharge direct and indirect tax obligations under various legislations such as Income Tax Act, 1961, the Finance Act, 1994, Goods and Services Tax Acts and VAT Acts of various states.

The tax authorities under these legislations have raised certain tax demands on the Company in respect of the past periods. The Company has disputed such demands and has appealed against

</td><td>

Principal Audit Procedures

In assessing the exposure of the Company for the tax litigations, we have performed the following procedures:

- Obtained an understanding of the process laid down by the management for performing their assessment taking into consideration past legal precedents, changes in laws and regulations, expert opinions obtained from external tax / legal experts (as applicable);
- Assessed the processes and entity level controls established by the Company to ensure completeness of

</td></tr>
</table>

Key Audit Matter	Procedures Performed
them at appropriate forums. As at March 31, 2026 the Company has an amount of Rs. 18,880.32 Lakhs involved in various pending tax litigations. Ind AS 37 requires the Company to perform an assessment of the probability of economic outflow on account of such disputed tax matters and determine whether any particular obligation needs to be recorded as a provision in the books of account or to be disclosed as a contingent liability. Considering the significant degree of judgement applied by the management in making such assessments and the resultant impact on the financial statements, we have considered it to be an area of significance for our audit.	information with respect to tax litigations; ● Along with our tax experts, we undertook the following procedures: ● Reading communications with relevant tax authorities including notices, demands, orders, etc., relevant to the ending litigations, as made available to us by the management; ● Testing the accuracy of disputed amounts from the underlying communications received from tax authorities and responses filed by the Company; ● Considered the submissions made to appellate authorities and expert opinions obtained by the Company from external tax / legal experts (wherever applicable) which form the basis for management's assessment; ● Assessed the positions taken by the management in the light of the aforesaid information and based on the examination of the matters by our tax experts. ● Read the disclosures included in the Financial Statements in accordance with Ind AS 37.

Other Information

5. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis; Board's Report including Annexures to Board Report, Business Responsibility Report, Corporate Governance and Shareholders' Information but does not include the consolidated financial statements and our auditor's report thereon. The aforesaid documents are expected to be made available to us after the date of this auditor's report.

6. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

7. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

8. When we read the aforesaid documents, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Management's Responsibility for the Consolidated Financial Statements

9. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as “the Act”) that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and statement of changes in equity of the Group including its associate and jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards prescribed under Section 133 of the Act, read with Rules issued thereunder. The respective Board of Directors of the companies included in the Group and of its associate and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and of its associate and jointly controlled entities and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

10. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group including its associate and jointly controlled

entities are responsible for assessing the ability of the Group and its associate and jointly controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

11. The respective Board of Directors of the companies included in the Group and its associate and jointly controlled entities are responsible for overseeing the financial reporting process of the Group and of its associate and jointly controlled entities.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

12 Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

13. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtained an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Group, its associate and its jointly controlled entities which are companies incorporated in India have adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group, its associate and its jointly controlled entities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group, its associate and its jointly controlled entities to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its jointly controlled entities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

14. We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

15. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

16. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure

about the matters or when we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

17. Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

Other Matters

18. (a) The consolidated financial statements include the audited financial statements of one subsidiary which is located outside India whose financial statements reflect Group's share of total assets of ₹ 415.83 lakhs as at March 31,2026, Group's share of total revenue of ₹ Nil, Group's share of net profit/(loss) after tax of ₹(72.89) lakhs and total comprehensive income/ (loss) of ₹(41.57) lakhs for the year ended March 31, 2026 respectively. The financial statements have been prepared in accordance with accounting principles generally accepted in the respective country. These financial statements being not material is audited by their respective independent auditors and has been furnished to us by the Management. The Company's Management has converted the financial statements of the subsidiary located outside India from accounting principles generally accepted in their respective country to accounting principles generally accepted in India and our opinion on the statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary is based solely on such audited financial statements.

(b) The consolidated financial statements also include the Group's share of net profit of ₹ 2,261.47 lakhs and total comprehensive income of ₹ 2,260.68 lakhs for the year ended March 31, 2026 as considered in the consolidated financial statements in respect of two jointly controlled entities, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on these consolidated financial statements, in so far as it relates to the amount and disclosures included in respect of these jointly controlled entities are based solely on the reports of such other auditors. Our opinion on the consolidated Financial Statements is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Our opinion on the consolidated Financial Statements is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

19. As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

(b) In our opinion proper books of accounts as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

(d) Accounting Standards specified under Section 133 of the Act, read with relevant Rules issued thereunder.

(e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2026 taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary companies, its associate and jointly controlled entities, none of the directors of the Group's companies and its associate and jointly controlled entities incorporated in India is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate report in "Annexure A", which is based on the auditor's report of the parent, subsidiary companies and jointly controlled entities, which are companies incorporated in India.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

According to the information and explanations given to us and based on our examination of the records of the Group, managerial remuneration paid/provided by the Holding Company to its directors during the year ended 31 March 2026 is in accordance with the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associate and jointly controlled entities – Refer Note 1.36 to the consolidated financial statements.

ii. The Group and its associate and jointly controlled entities did not have any material foreseeable losses on long-term contracts including derivative contracts.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiary companies, its associate and jointly controlled entities companies incorporated in India.

iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.

(b) The Company has neither declared nor paid any interim dividend during the year.

(c) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

vi. Based on our examination, which included test checks and those performed by the other auditors of the jointly controlled entities which are companies incorporated in India whose financial statements have been audited under the Act, the Holding Company, its seven subsidiaries, one associate and two jointly controlled entities have used accounting software for maintaining its books of accounts for the financial year ended March 31, 2026. The software used by Holding Company, its seven subsidiaries, one associate and two jointly controlled entities does have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during the course of our audit neither we nor the other auditors have come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention except in one of the jointly controlled entities not audited by us, the other auditor has reported that the audit trail preserved by the Company as per the statutory requirements for record retention except for the period from April' 2023 to March' 2024.

For **L. B. Jha & Co. LLP**
Chartered Accountants
Firm Registration No: 301088E / E300295

(Ranjan Singh)
Partner
Membership No. 305423
UDIN: 26305423WYVFUJ2565

Place: Kolkata
Date: 12.05.2026

ANNEXURE –A TO THE INDEPENDENT AUDITOR'S REPORT To the members of TEXMACO RAIL & ENGINEERING LIMITED

[Referred to in paragraph 19(f) of the Auditors' Report of even date]

Report on the Internal Financial Control under Clause (i) of Sub –section 3 of Section 143 of the Companies Act, 2013("the Act")

1. We have audited the internal financial controls over financial reporting of TEXMACO RAIL & ENGINEERING LIMITED. (Hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associate and its jointly controlled entities, which are companies incorporated in India as of 31st March 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The respective Board of Directors of the of the Holding Company, its subsidiary companies, its associate and its jointly controlled entities, which are companies incorporated in India, are responsible for establishing and maintaining internal financial control based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company, its subsidiaries, its associate and jointly controlled entities which are companies incorporated in India based on our audit. We conducted our audit in accordance with the "Guidance Note" and the Standard on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting includes obtaining an understanding of internal financial control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedure selected depends on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statement, whether due to fraud or error.

5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies and its jointly controlled entities, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting the Company, its subsidiary companies, its associate and its jointly controlled entities which are companies incorporated in India.

Meaning of Internal Financial Control over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statement

for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1) pertain to the maintenance of the records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

2) provide reasonable assurance that the transactions are recorded as necessary to permit preparation of financial statement in accordance with generally accepted accounting principles, and that receipts and expenditure of the company are being made only in accordance with authorization of management and directors of company; and

3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statement.

Inherent Limitations of Internal Financial Control over Financial Reporting

7. Because of inherent limitation of internal financial control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to errors or fraud may occur and not be detected. Also, projections of any evaluations of the internal financial control over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of the other auditors referred to in the Other Matters paragraph below, the Holding Company, its subsidiary companies, its associate and its jointly controlled entities, which are companies incorporated in India, have, in all material respect, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2026, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting, issued by ICAI.

Other Matter

9. Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to two jointly controlled entities, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

For **L. B. Jha & Co. LLP**
Chartered Accountants
Firm Registration No: 301088E / E300295

(Ranjan Singh)
Partner
Membership No. 305423
UDIN:26305423WYVFUJ2565

Place: Kolkata
Date: 12.05.2026

Consolidated Balance Sheet as at 31st March, 2026

(₹ in Lakhs)

Particulars	Note No.	As at 31.03.2026	As at 31.03.2025
I ASSETS			
(1) Non-Current Assets			
(a) Property, Plant & Equipment	1.01	90,856.64	88,341.44
(b) Right-of-Use Assets	1.02a	2,917.61	2,693.53
(c) Capital Work-In-Progress	1.02b	16,468.03	6,354.88
(d) Investment Property	1.02c	2,538.27	2,624.33
(e) Goodwill	1.03a	5,630.08	5,630.08
(f) Other Intangible Assets	1.03b	338.20	41.05
(g) Intangible Assets Under Development	1.03c	-	235.35
(h) Financial Assets			
(i) Investments	1.04	17,565.17	16,299.27
(ii) Bank Balance	1.05	847.32	1,157.91
(iii) Others	1.06	763.07	875.45
(i) Other Non Current Assets	1.08	852.07	1,185.95
		1,38,776.46	**1,25,439.24**
(2) Current Assets			
(a) Inventories	1.09	86,780.78	85,195.83
(b) Financial Assets			
(i) Investments	1.10	19,708.85	8,259.22
(ii) Trade Receivables	1.11	1,24,792.64	1,36,656.77
(iii) Cash & Cash Equivalents	1.12	8,986.31	5,701.82
(iv) Bank Balances other than (iii) above	1.13	14,215.24	15,350.99
(v) Loans	1.14	417.26	421.47
(vi) Others	1.14a	1,893.79	1,586.31
(c) Current Tax Assets (Net)	1.15	1,930.42	1,109.77
(d) Other Current Assets	1.16	1,07,880.10	1,03,973.87
		3,66,605.39	**3,58,256.05**
TOTAL ASSETS		**5,05,381.85**	**4,83,695.29**
II EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share Capital	1.17	4,068.65	3,994.67
(b) Other Equity	1.18	2,33,344.85	2,75,726.91
Non-Controlling Interest		3,784.07	3,302.09
(2) Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	1.19	31,771.45	35,606.00
(ii) Lease Liabilities	1.19a	2,041.29	2,145.45
(b) Provisions	1.20	1,444.96	1,205.84
(c) Deferred Tax Liabilities (Net)	1.07	4,635.10	1,024.59
(d) Other Non Current Liabilities	1.21	737.33	4,285.07
		40,630.13	**44,266.95**
(3) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	1.22	55,527.39	56,935.52
(ii) Lease Liabilities	1.22a	130.75	120.31
(iii) Trade Payables	1.23		
(A) Total Outstanding Dues of Micro Enterprises and Small Enterprises		353.03	215.76
(B) Total Outstanding Dues of Creditors Other Than Micro Enterprises and Small Enterprises		59,954.10	63,662.97
(iv) Other Financial Liabilities	1.24	4,125.40	3,151.71
(b) Other Current Liabilities	1.25	29,529.27	26,154.95
(c) Provisions	1.26	73,934.21	6,163.45
		2,23,554.15	**1,56,404.67**
TOTAL EQUITY AND LIABILITIES		**5,05,381.85**	**4,83,695.29**
Material Accounting Policies & Notes	B		

Notes referred to above form an integral part of the Financial Statements
In terms of our Report of even date attached herewith.

For **L. B. Jha & Co. LLP**
Chartered Accountants
Firm Registration No: 301088E / E300295

Ranjan Singh
Partner
Membership No.305423
F2/2, Gillander House
8, Netaji Subhas Road
Kolkata- 700 001
Dated: 12th May, 2026

Sandeep K. Sultania
Company Secretary

K. K. Rajgaria
C.F.O

Directors
S.K.Poddar
Utsav Parekh
Indrajit Mookerjee
Sudipta Mukherjee
A.K.Vijay

Consolidated Statement of Profit and Loss for the year ended 31st March, 2026

(₹ in Lakhs)

	Particulars	Note No.	Year Ended 31.03.2026	Year Ended 31.03.2025
I	Revenue From Operations	1.27	4,37,726.64	5,10,657.19
II	Other Income	1.28	3,704.27	5,767.50
III	**Total Income**		**4,41,430.91**	**5,16,424.69**
IV	**EXPENSES**			
	Cost of Materials Consumed	1.29	3,34,385.73	3,85,698.45
	Changes in Inventories of Finished Goods and Work-In-Progress	1.30	(1,263.15)	8,247.00
	Employee Benefits Expense	1.31	18,425.59	17,072.28
	Finance Costs	1.32	12,260.47	13,718.48
	Depreciation and Amortization Expenses	1.33	4,704.97	4,314.74
	Other Expenses	1.34	47,136.78	52,913.13
	Total Expenses		**4,15,650.39**	**4,81,964.08**
V	**Profit/(Loss) before Share of Profit/(Loss) of Associates & Joint Venture and Exceptional Items (III-IV)**		**25,780.52**	**34,460.61**
VI	Share of Profit/(Loss) of Associates & Joint Venture		2,261.86	2,337.06
VII	**Profit/(Loss) from Continuing Operations (V+VI)**		**28,042.38**	**36,797.67**
VIII	Exceptional Items		312.53	-
IX	**Profit/(Loss) Before Tax (VII-VIII)**		**27,729.85**	**36,797.67**
X	**Tax Expenses**			
	(a) Current Tax		4,746.00	4,888.00
	(b) MAT Credit Utilized/(Entitlement)		1,302.00	3,484.94
	(c) Deferred Tax		2,715.24	3,397.48
	(d) Income Tax Paid Related to Earlier Years		(390.47)	139.52
			8,372.77	**11,909.94**
XI	**Profit/(Loss) for the Year (IX-X)**		**19,357.08**	**24,887.73**
XII	**Other Comprehensive Income**	1.35		
	(a) Items that will not be reclassified to profit or loss		246.88	(69.51)
	(b) Items that will be reclassified to profit or loss		220.50	7.62
			467.38	**(61.89)**
XIII	**Total Comprehensive Income for the Period (XI+XII)**		**19,824.46**	**24,825.84**
XIV	**Profit/(Loss) for the Period Attributable to:**		**19,357.08**	**24,887.73**
	Owners of the Parent		19,514.78	24,917.76
	Non-Controlling Interest		(157.70)	(30.03)
XV	**Other Comprehensive Income Attributable to:**		**467.38**	**(61.89)**
	Owners of the Parent		464.67	(61.89)
	Non-Controlling Interest		2.71	-
XVI	**Total Comprehensive Income Attributable to:**		**19,824.46**	**24,825.84**
	Owners of the Parent		19,979.45	24,855.87
	Non-Controlling Interest		(154.99)	(30.03)
XVII	**Earnings per Equity Share (Face value of ₹1 each)**	1.39		
	(a) Basic		4.84	6.24
	(b) Diluted		4.84	6.21
	Material Accounting Policies & Notes	B		

Notes referred to above form an integral part of the Financial Statements
In terms of our Report of even date attached herewith.

For **L. B. Jha & Co. LLP**
Chartered Accountants
Firm Registration No: 301088E / E300295

Ranjan Singh
Partner
Membership No.305423
F2/2, Gillander House
8, Netaji Subhas Road
Kolkata- 700 001
Dated: 12th May, 2026

Sandeep K. Sultania
Company Secretary

K. K. Rajgaria
C.F.O

Directors
S.K.Poddar
Utsav Parekh
Indrajit Mookerjee
Sudipta Mukherjee
A.K.Vijay

Consolidated Statement of Cash Flows for the year ended 31st March, 2026

(₹ in Lakhs)

	Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
A)	**Cash Flows from Operating Activities:**		
	Net Profit before Taxation & Exceptional Items	**25,780.52**	**34,460.61**
	Adjustments for:		
	Depreciation & Amortization	4,704.97	4,314.74
	Interest Paid	12,260.47	13,718.48
	Bad Debt Written off	161.26	4,092.78
	Property Plant & Equipments Written off	-	19.67
	Provision and Excess Liabilities Written Back/(Written Off)	-	(87.60)
	Interest Received	(1,230.60)	(1,543.42)
	Income From Investments	(16.69)	(31.36)
	Profit on Sale of Current Investments (Net)	(151.95)	(783.47)
	Gain on Fair Value of Bonds/Mutual Funds	(675.42)	(681.47)
	Loss/(Profit) on Sale of Property, Plant and Equipment(Net)	17.43	(121.00)
		15,069.47	**18,897.35**
	Operating Profit before Working Capital Changes & Exceptional Items	**40,849.99**	**53,357.96**
	(Increase)/Decrease in Trade & Other Receivables	7,970.69	(43,032.37)
	(Increase)/Decrease in Inventories	(1,584.95)	(12,831.18)
	Increase/(Decrease) in Trade Payables & Other Liabilities	(5,073.61)	2,271.63
		1,312.13	**(53,591.92)**
	Cash Generated from/(Used in) Operations	**42,162.12**	**(233.96)**
	Direct Taxes Paid	(5,582.91)	(4,423.81)
	Cash Flow before Exceptional Items	**36,579.21**	**(4,657.77)**
	Exceptional Items	(312.53)	-
	Net Cash Generated from/(Used in) Operating Activities	**36,266.68**	**(4,657.77)**
B)	**Cash Flows From Investing Activities**		
	Sale/(Purchase) of Property, Plant & Equipment	(16,705.42)	(53,253.09)
	(Purchase)/Sale of Investments (Net)	(8,802.67)	16,224.32
	Bank Deposits(Includes having original maturity more than three months)	1,446.34	25,832.26
	Interest Received	977.02	1,607.93
	Dividend Received	16.69	31.36
	Net Cash Generated from/(Used in) Investing Activities	**(23,068.04)**	**(9,557.22)**
C)	**Cash Flows From Financing Activities**		
	Receipt/(Payment) of Long Term Borrowings	(3,834.55)	11,434.38
	Receipt/(Payment) of Short Term Borrowings	(1,408.13)	18,135.38
	Proceeds/(Utilisation) from Issue of Share Warrants	(3,569.18)	3,750.00
	Increase in Share Capital	73.98	-
	Increase/(Decrease) in Securities Premium	14,202.76	(313.46)
	(Repayment of)/Addition to Lease Liabilities	(317.80)	(120.93)
	Interest Paid	(12,291.38)	(13,674.31)
	Dividend Paid	(2,990.35)	(1,997.79)
	Net Cash Generated from/(Used in) Financing Activities	**(10,134.65)**	**17,213.27**
D)	**Changes in Foreign Currency Translation arising from Foreign Operations**	**220.50**	**7.62**
	Net Increase/(Decrease) in Cash and Cash Equivalents	3,284.49	3,005.90
	Cash and Cash Equivalents at the beginning of the period	5,701.82	2,695.92
	Cash and Cash Equivalents at the end of the period	8,986.31	5,701.82
	Note:		
	(1) Details of Cash and Cash Equivalents		
	(a) Balances with banks		
	- Current Accounts	3,563.19	5,657.83
	- Term Deposit -Less than Three Months Maturity	3,001.00	-
	(b) Cheques on hand	2,394.21	-
	(c) Cash on hand	27.91	43.99
		8,986.31	**5,701.82**

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind AS 7 (Statement of Cash Flow)
Notes referred to above form an integral part of the Statement of Cash Flow

(₹ in Lakhs)

Movement for the year ended March 31, 2026

Particulars	As at 31st March 2025	Net Cash Flow	Others	As at 31st March 2026
Long Term Borrowings				
Term Loan	35,596.76	(3,826.89)	-	31,769.87
Car Loan	9.24	(7.66)	-	1.58
Lease Liabilities	2,145.45	-	(104.16)	2,041.29
Short Term Borrowings				
Cash Credit	47,697.61	(6,406.49)	-	41,291.12
Term Loan	8,767.49	4,627.58	-	13,395.07
Car Loan	10.11	327.08	-	337.19
Inter-Corporate Deposit	460.31	43.70	-	504.01
Lease Liabilities	120.31		10.44	130.75
Total	**94,807.28**	**(5,242.68)**	**(93.72)**	**89,470.88**

Note: The Company has disclosed Proceeds and Repayment of Borrowings on Net Basis in Cash Flow Statement

In terms of our Report of even date attached herewith.
For **L. B. Jha & Co. LLP**
Chartered Accountants
Firm Registration No: 301088E / E300295
Ranjan Singh
Partner
Membership No.305423
F2/2, Gillander House
8, Netaji Subhas Road
Kolkata- 700 001
Dated: 12th May, 2026

Sandeep K. Sultania
Company Secretary

K. K. Rajgaria
C.F.O

Directors
S.K.Poddar
Utsav Parekh
Indrajit Mookerjee
Sudipta Mukherjee
A.K.Vijay

Statement of Changes in Equity for the year ended 31st March, 2026

a. Equity Share Capital

(₹ in Lakhs)

Particulars	Issued, Subscribed Paid up Capital
Balance as at 31.03.2024	**3,994.67**
Add: Change in Equity Share Capital during the year	-
Balance as at 31.03.2025	**3,994.67**
Add: Change in Equity Share Capital during the year	73.98
Balance as at 31.03.2026	**4,068.65**

b. Other Equity

(₹ in Lakhs)

	Reserves and Surplus					Other Comprehensive Income			Total
	Capital Reserve	Revaluation Surplus	Securities Premium Account	General Reserve	Retained Earnings	Equity instruments/ retained benefits/ income in Associates and Joint Ventures through other comprehensive income	Exchange differences on translating the financial statements of a foreign operation	Money received against share warrants	
Balance as at 1st April, 2024	**1,626.60**	**3,671.07**	**1,65,311.87**	**49,205.28**	**29,147.87**	**155.17**	**183.19**	**-**	**2,49,301.05**
Profit for the year		-	-	-	24,917.76	-	-	-	24,917.76
Other Comprehensive Income for the year	-	-	-	-	-	(33.11)	7.62	-	(25.49)
On Acquisition of a Subsidiary	-	-	-	-	-	622.16	-	-	622.16
Adjustment of Goodwill in Business Combination	(491.36)	-	-	-	-	-	-	-	(491.36)
Issue of Equity Shares under Rights Issue/ Preferential/QIP Allotment	-	-	-	-	-	-	-	3,750.00	3,750.00
Adjusments for Rights Issue/Preferential/ QIP expenses	-	-	(313.47)	-	-	-	-	-	(313.47)
Dividend on Equity Shares	-	-	-	-	(1,997.34)	-	-	-	(1,997.34)
Remeasurement of the net defined benefit plan	-	-	-	-	(33.86)	-	-	-	(33.86)
Transfer to / from Retained Earnings for the Share of other Comprehensive Income in Asssociates & Joint Ventures	-	-	-	-	(2.54)	-	-	-	(2.54)
Transfer to / from General Reserve	-	-	-	200.00	(200.00)				-
Balance as at 31st March, 2025	**1,135.24**	**3,671.07**	**1,64,998.40**	**49,405.28**	**51,831.89**	**744.22**	**190.81**	**3,750.00**	**2,75,726.91**
Profit for the year	-	-	-	-	19,514.78	-	-	-	19,514.78
Appropriation of Money Received Against Share Warrants	180.82	-	-	-	-	-	-	(180.82)	-
Issuance of Equity Shares & Securities Premium against Money Received in Share Warrants	-	-	14,202.76	-	-	-	-	-	14,202.76
Transfer to / from Retained Earnings for the Share of other Comprehensive Income in Associates & Joint Ventures	-	-	-	-	(0.79)	-	-	-	(0.79)
Other Comprehensive Income for the year	-	-	-	-	-	186.54	220.50	-	407.04
Money Received against Share Warrants	-	-	-	-	-	-	-	10,707.56	10,707.56
Derecognition/Recognition of Subsidiary/Associates	-	-	-	-	0.91	-	-	-	0.91
Allotment of Equity Shares and Securities Premium	-	-	-	-	-	-	-	(14,276.74)	(14,276.74)
Dividend on Equity Shares	-	-	-	-	(2,996.00)	-	-	-	(2,996.00)
Remeasurement of the net defined benefit plan	-	-	-	-	58.42	-	-	-	58.42
Provision for Contingencies	-	-	-	(49,405.28)	(20,594.72)	-	-	-	(70,000.00)
Balance as at 31st March, 2026	**1,316.06**	**3,671.07**	**1,79,201.16**	**-**	**47,814.49**	**930.76**	**411.31**	**-**	**2,33,344.85**

Notes referred to above form an integral part of the Balance Sheet
In terms of our Report of even date attached herewith.

For **L. B. Jha & Co. LLP**
Chartered Accountants
Firm Registration No: 301088E / E300295

Ranjan Singh
Partner
Membership No.305423
F2/2 Gillander House
8, Netaji Subhash Road
Kolkata-700 001
Dated 12th May, 2026

Sandeep K. Sultania
Company Secretary

K. K. Rajgaria
C.F.O

Directors
S.K.Poddar
Utsav Parekh
Indrajit Mookerjee
Sudipta Mukherjee
A.K.Vijay

Notes on Consolidated Financial Statement

A. CORPORATE INFORMATION

Texmaco Rail & Engineering Limited, ("the Holding Company") incorporated on 25th June 1998 has its Registered Office at Belgharia, Kolkata 700056. The Company is listed on the National Stock Exchange of India Limited and Bombay Stock Exchange Limited.

The Holding Company and its subsidiaries are engaged in the manufacturing, selling and providing service for Rail and Rail related products. The Company manufactures a diverse range of products.

B. MATERIAL ACCOUNTING POLICIES

(i) Statement of Compliance

These financial statements have been prepared in accordance with Ind AS prescribed under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules as amended from time to time.

(ii) Basis of Accounting

These financial statements have been prepared on the historical cost basis, except for certain financial instruments and defined benefits plans which are measured at fair values at the end of each reporting period. Historical cost is generally based on the value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The functional currency of the Holding Company is Indian Rupees (INR). These Consolidated Financial Statements are presented in Indian Rupees. All amounts have been rounded off to the nearest Lakhs and rounded off to two decimals except for Earnings Per Share and where mentioned otherwise.

All the assets and liabilities have been classified as current and non-current as per the company's normal operating cycle and criteria set out in Schedule III (Division II) of the Companies Act 2013.

The Company has ascertained it's operating cycle as 12 months for the purpose of current and non- current classification of assets and liabilities.

(iii) Use of Estimates

The preparation of the Financial Statements in conformity with IND AS requires the management to make estimates, judgments and assumptions. These estimates, judgment and assumptions affect the application of accounting policies and the reported amount of Assets and Liabilities and disclosure of contingent Liabilities on the date of the Financial Statements and reported amounts of revenues and expenses for the year.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities and fair value measurement of financial instruments have been discussed below. Key source of estimation of uncertainty in respect of revenue recognition and employee benefits have been discussed in their respective policies.

Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each year. The policy has been explained under note B (xxi).

(iv) Property, Plant and Equipment

Property, plant and equipment are carried at the cost of acquisition/revalued amount or construction less accumulated depreciation. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management.

Depreciation has been provided on straight line method in accordance with the life of the respective assets as prescribed in Schedule II of the Companies Act, 2013 except certain assets for which useful life of assets has been ascertained based on report of technical experts. All assets costing ₹ 5,000 or below are fully depreciated in the year of addition.

Notes on Consolidated Financial Statement

The Company, based on technical assessment made by technical expert and management estimate, depreciates Building and Plant & Equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The Management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. The estimated useful lives and residual value are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis. The estimated useful lives are as mentioned below:

• Buildings (Site Office)	3 years
• Buildings/Investment Property	30 to 60 years
• Roads	5 to 10 years
• Railway Sidings	15 to 30 years
• Electrical Machinery	10 to 20 years
• Plant & Equipment	5 to 17 years
• Furniture	10 years
• Office Equipment	5 years
• Computers	3 years
• Motor Vehicles	8 years
• Intangible Assets (Software)	3 to 6 years

Capital Work-in-Progress

Capital work-in-progress / Intangible assets under development are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost. Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as Capital Advances.

Investment Properties

Properties that are held for - long term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

(v) Intangible Assets

Intangible Assets are recorded at the consideration paid for acquisition less accumulated amortization and accumulated impairment, if any, Amortization is recognized at Straight Line Basis over their estimated useful life. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses. Intangible assets are amortized on Straight Line Basis over a period of 3 to 6 years.

(vi) Impairment of Non-Financial Assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

(vii) Derivative Financial Instrument

The Company enters into derivative financial instruments to manage its exposure to foreign exchange rate risks, including foreign exchange forward contracts. The Company holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counter party for these contracts is generally a bank.

Derivatives are initially recognized at fair value at the date the derivative contracts are entered into and are

Notes on Consolidated Financial Statement

subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognized to statement profit or loss immediately.

(viii) Financial Instrument

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not measured at fair value through profit or loss, are added/ deducted to the fair value on initial recognition.

All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

(a) Financial assets carried at amortized cost

A Financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Investment in Equity Instruments at fair value through other comprehensive income

Equity investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'.

c) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

d) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

e) Investment in Subsidiaries and Joint Ventures

Investments in subsidiaries are eliminated upon consolidation in accordance with Ind AS 110 – Consolidated Financial Statements. Investments in joint ventures are accounted for using the equity method in accordance with Ind AS 28 – Investments in Associates and Joint Ventures

f) Impairment

The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortized cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognized if the credit quality of the financial asset has deteriorated significantly since initial recognition.

g) Offsetting Financial Instruments

Financial assets and liabilities are offset, and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

(ix) Measurement of Fair Values

Certain accounting policies and disclosures of the Company require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values.

Fair Values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived

Notes on Consolidated Financial Statement

from prices).

- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or liability, the company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into a different level of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

(x) Revenue Recognition

Sales revenue is measured at fair value of the consideration received or receivable and stated at net of GST, trade discounts, rebates. Income from services is recognized as the services are rendered based on agreement/arrangement with the concerned parties. Export incentives, certain insurance and other claims, where quantum of accruals cannot be ascertained with reasonable certainty, are accounted on acceptance basis.

a. Revenue from Operations

Revenue from the sale of goods is recognized when the goods are delivered and titles have been passed, at which time all the following conditions are satisfied:

- the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership not effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company;
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.
- Rent Income/Lease Rentals

b. Revenue from construction contracts

Revenue from contract with customers is recognised when a performance obligation is satisfied by transferred of promised goods or services to a customer.

For performance obligation satisfied over time, the revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation.

The progress is measured in terms of a proportion of actual cost incurred to date, to the total estimated cost attributable to the performance obligation.

The company transfers controls of a goods or service over time and therefore satisfies a performance obligation and recognise revenue over a period of time if one of following criteria is met:

(i) The customer simultaneously consumes the benefits of Company's performance or

(ii) The customer controls the assets as it is being created/enhanced by the company's performance or

(iii) There is no alternative use of assets and the company has either explicit or implicit rights of payment considering legal precedents.

Transaction price is the amount of consideration to which company expects to be entitled in exchange for transferring goods or services to a customer. The company includes Variable consideration as part of transaction price when there is basis to reasonably estimate the amount of the variable consideration and when it is probable that a significant reversal of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is resolved. Variable consideration is estimated using the expected value method or most likely amount as appropriate in a given circumstance. Payment terms agreed with a customer are as per business practice and the financing component, if significant, is separated from the transaction price.

Significant judgements are used in:

1. Determining the revenue to be recognised in case of performance obligation satisfied over a period of time, revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation.

Notes on Consolidated Financial Statement

2. Determining the expected losses, which are recognised in the period in which such losses become probable based on the expected total contract cost as at the reporting date.
3. Determining the method to be applied to arrive at the variable consideration requiring an adjustment to the price.

For contracts where the aggregate of contract cost incurred to-date plus recognised profits (or minus recognised losses as the case may be) exceeds the progress billing, the surplus is shown as contract assets and termed as "unbilled revenue". For contracts where the progress billing exceeds the aggregate of contract cost incurred to-date plus recognised profits (or minus recognised losses as the case may be), the surplus is shown as contract liability and termed as "Advances from customer". The amounts billed on the customer for work performed and are unconditionally due for payment i.e only passage of time is required before payment falls due, are disclosed in the Balance Sheet as trade receivables. The amount of retention money held by customers pending completion of performance milestone is disclosed as part of contract asset and is classified as trade receivables when it became due for payment.

Impairment loss (termed as provision for impairment loss in financial statement) is recognised in the statement of Profit & Loss to the extent the carrying amount of the contract assets exceeds the remaining performance obligations (after deducting the costs that relate directly to fulfil such remaining performance obligations).

c. Other Income

Other income comprises of primarily of Interest Income, Dividend Income, Gain/ (Loss) on sale of Investments, Rental Income and Claims (if any).

Interest Income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the asset's net carrying amount on initial recognition.

Dividend Income is recognized as and when right to receive payment is established provided, which is generally after the shareholders approves it in the Annual General Meeting.

Gain/ (Loss) on sale of Current/ Non-Current Investments are recognized at the time of redemption/ Sale and at Fair value at each reporting period.

Rent Income/Lease rentals are recognized on accrual basis in accordance with the terms of agreements.

Insurance and other claims are accounted for as and when admitted by the appropriate authorities in view of uncertainty involved in ascertainment of final claim.

(xi) Employee Benefits

The Company's contribution to provident fund, pension fund, employees' state insurance scheme and super-annuation fund are charged on accrual basis to Statement of Profit & Loss.

a. Short term benefits:

Short term employee benefits are recognized as an expense at the undiscounted amount in the statement of profit and loss of the year in which the related service is rendered.

b. Defined contribution retirement benefits:

Payments to defined contribution retirement benefits are recognized as an expense when employees have rendered services entitling them to the contributions. Defined contribution plans are those plans where the Company pays fixed contributions to funds/schemes managed by independent trusts or authority. Contributions are paid in return for services rendered by the employees during the year. The Company has no legal or constructive obligation to pay further contributions if the fund/scheme does not hold sufficient assets to pay/extend employee benefits. The Company provides Provident Fund facility to all employees. The contributions are expensed as they are incurred in line with the treatment of wages and salaries. The Company's Provident Fund is exempted under section17 of Employees' Provident Fund and Miscellaneous Provision Act, 1952. Conditions for exemption stipulate that the Company shall make

Notes on Consolidated Financial Statement

good deficiency, if any, in the interest rate declared by the trust vis s-vis interest rate declared by the Employees' Provident Fund Organisation.

c. Defined benefit retirement benefits:

The cost of providing defined benefit retirement benefits are determined using the projected unit credit method, with independent actuarial valuations being carried out at the end of each reporting period. The Company provides gratuity to its employee

Remeasurement, comprising actuarial gains and losses, return on plan assets excluding amounts included in net interest on the net benefit liability (asset) and any change in the effect of the asset ceiling (if applicable) are recognized in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Remeasurement recognized in the comprehensive income are not reclassified to the statement of profit and loss but recognized directly in the retained earnings. Past service costs are recognized in the statement of profit and loss in the period in which the amendment to plan occurs. Net interest is calculated by applying the discount rate to the net defined liability or asset at the beginning of the period, taking into account of any changes in the net defined benefit liability (asset) during the period as a result of contribution and benefit payments.

Defined benefit costs which are recognized in the statement of profit and loss are categorized as follows

- Service cost (including current service cost, past service cost as well as gains and losses on curtailments and settlements); and
- Net interest expense or income; and

The retirement benefit obligation recognized in the standalone Balance Sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reduction in future contributions to the plans.

The liability for termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognizes any related restructuring costs.

d. Voluntary Retirement Scheme Benefits

Voluntary retirement scheme benefits are recognized as an expense in the year they are incurred.

(xii) Custom Duty& Goods & Service Tax (GST)

GST Credit availed on Raw materials, Stores and Capital Goods are reduced from the cost of the Respective Goods.

(xiii) Research and Development

Research and Development expenditures of revenue nature are charged to Profit & Loss Account, while capital expenditure is added to the cost of fixed assets in the year in which these are incurred.

(xiv) Valuation of Inventories

Raw materials, work-in-progress and finished products are valued at lower of cost and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes purchase price and all other costs incurred in bringing the inventories to their present location and condition. Cost are assigned to individual items of inventory on weighted average basis.

Stores and Spares are valued on the "weighted average" basis.

(xv) Lease

a. Where the Company is the lessee

Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the present value of lease payments to be made over the lease term, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are

Notes on Consolidated Financial Statement

depreciated on a straight-line basis over the lease agreement period of underlying assets.

If ownership of the leased asset transfers to the company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the company and payments of penalties for terminating the lease, if the lease term reflects the company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

b. Where the Company is the lessor

Assets subject to operating leases are included in fixed assets. Lease income is recognized in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation are recognized as an expense in the statement of Profit &Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of Profit &Loss.

Assets given under a finance lease are recognized as a receivable at an amount equal to the net investment in the lease. Lease income is recognized over the period of the lease so as to yield a constant rate of return on the net investment in the lease. Initial direct costs relating to assets given on finance leases are charged to Statement of Profit and Loss.

(xvi) Foreign Currency Transactions and Exchange Differences

Transactions in currencies other than entity's functional currency (spot rates) are recorded at the rates of exchange prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies (other than derivative contracts) remaining unsettled at the end of the each reporting period are premeasured at the rates of exchange prevailing at that date. Exchange difference on monetary items are recognized in the statement of Profit & Loss in the period in which they arise. Non-monetary items carried at historical cost are translated using exchange rates at the dates of the initial transaction.

(xvii) Provisions, Contingent Liabilities and Contingent Assets

a. Provisions & Warranties

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Notes on Consolidated Financial Statement

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliable.

Provisions for the expected cost of warranty obligations under local sale of goods legislation are recognise at the date of sale of the relevant products, at the management's best estimate of the expenditure -required to settle the Company's warranty obligation.

b. Onerous contracts

An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Present obligation arising under onerous contracts are recognized and measured as provisions.

c. Contingent liabilities

Contingent liability is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or is a present obligation that arises from past events but is not recognized because either it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or a reliable estimate of the amount of the obligation cannot be made. Contingent liabilities are disclosed and not recognized. In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Guarantees are also provided in the normal course of business. There are certain obligations which management has concluded, based on all available facts and circumstances, are no probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the standalone financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company is involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

d. Contingent Assets

Contingent Assets are neither recognized nor disclosed except when realization of income is virtually certain.

(xviii) Cash & Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of less than three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balance with banks which are unrestricted for withdrawal and usage.

(xix) Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use.

(xx) Segment Reporting

a) Based on the organizational structures and its Financial Reporting System, the Company has classified its operation into four business segments namely Freight Car Division (FCD), Infra – Rail & Green, Infra – Electrical and Real Estate.

b) Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses which are related to the enterprise as a whole and are not allocable to segments on a reasonable basis have been included under un-allocable expenses.

c) Capital Employed to each segment is classified on the basis of allocable assets minus allocable liabilities identifiable to each segment on reasonable basis.

(xxi) Taxation

Income tax expense comprises current tax expense and

Notes on Consolidated Financial Statement

the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognized in statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

a. Current income taxes

The current income tax expense includes income taxes payable by the Company and its branches in India and overseas. The current tax payable by the Company in India is Indian income tax payable on worldwide income. Current income tax payable by overseas branches of the Company is computed in accordance with the tax laws applicable in the jurisdiction in which the respective branch operates. The taxes paid are generally available for set off against the Indian income tax liability of the Company's worldwide income. Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying unit intends to settle the asset and liability on a net basis.

b. Deferred income taxes

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. Deferred income tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realized.

(xxii) Government Grant

The Company may receive government grants that require compliance with certain conditions related to the Company's operating activities or are provided to the Company by way of financial assistance on the basis of certain qualifying criteria. Government grants are recognized when there is reasonable assurance that the grant will be received, and the Company will comply with the conditions attached to the grant. Accordingly, government grants:

(a) related to or used for assets are included in the Balance Sheet as deferred income and recognized as income over the useful life of the assets.

(b) related to incurring specific expenditures are taken to the Statement of Profit and Loss on the same basis and in the same periods as the expenditures incurred.

(c) by way of financial assistance on the basis of certain qualifying criteria are recognized as they become receivable. In the unlikely event that a grant previously recognized is ultimately not received, it is treated as a change in estimate and the amount cumulatively recognized is expensed in the Statement of Profit and Loss.

(xxiii) Earnings Per Share

Basic earnings per share are calculated by dividing the

Notes on Consolidated Financial Statement

net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(xxiv) Cash Flow Statement

Cash Flow is reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generating, financing and investing activities of the Company are segregated.

(xxv) Exceptional Item

When items of income and expenses within statement of profit and loss from ordinary activities are of as such size, nature and or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material items are disclosed separately as exceptional items.

(xxvi) Accounting for interests in Joint Arrangements

The Company accounts for its interests in joint arrangements in accordance with Ind AS 111 – Joint Arrangements.

(a) Joint Operations

A joint operation is a joint arrangement whereby the parties that have joint control have rights to the assets and obligations for the liabilities relating to the arrangement. In respect of its interest in a joint operation, the Company recognises its share of:

- Assets, including its share of any assets held jointly;
- Liabilities, including its share of any liabilities incurred jointly;
- Revenue from the sale of its share of the output arising from the joint operation;
- Share of revenue from the sale of the output by the joint operation; and
- Expenses, including its share of any expenses incurred jointly.

(b) Joint Ventures

A joint venture is a joint arrangement whereby the parties that have joint control have rights to the net assets of the arrangement.

In the standalone financial statements, investments in joint ventures are carried at cost less impairment, if any, in accordance with Ind AS 27 – Separate Financial Statements.

Dividend income from joint ventures is recognised in the Statement of Profit and Loss when the Company's right to receive the dividend is established

(xxvii) Goodwill

Goodwill represents the purchase consideration in excess of the Group's interest in the net fair value of identifiable assets, liabilities and contingent liabilities of the acquired entity. When the net fair value of the identifiable assets, liabilities and contingent liabilities acquired exceeds purchase consideration, the fair value of net assets acquired is reassessed and the bargain purchase gain is recognized in capital reserve. Goodwill is measured at cost less accumulated impairment losses.

(xxviii) A new and amended standards

The Ministry of Corporate Affairs (MCA) has notified Companies (Indian Accounting Standards) Rules, 2024 to amend the following Ind AS which are effective for annual periods beginning on or after April 1, 2025.

The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

(i) Amendments to Ind AS 21 - Lack of exchangeability

The Ministry of Corporate Affairs (MCA) notified the Companies (Indian Accounting Standards) Amendment Rules, 2025, which amend Ind AS 21, The Effects of Changes in Foreign Exchange Rates to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments

Notes on Consolidated Financial Statement

also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

The amendments are effective for annual reporting periods beginning on or after 1 April 2025. When applying the amendments, an entity cannot restate comparative information

(ii) Amendments to Ind AS 1 - Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants

In August 2025, the MCA notified amendments to paragraphs 69 to 76 of Ind AS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

In addition, a requirement has been introduced to require disclosure when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.

If there is a breach of a material covenant of a long term loan arrangement on or before the end of the reporting period, resulting in the liability becoming payable on demand as at the reporting date, and the lender agrees—after the reporting period but before the financial statements are approved for issue—not to demand repayment for at least 12 months as a consequence of the breach, this shall be treated as an adjusting event. Accordingly, the entity is not required to classify the liability as current.

The amendments are effective for annual reporting periods beginning on or after 1 April 2025 retrospectively in accordance with Ind AS 8.

(iii) Amendments to Ind AS 7 and Ind AS 107 - Supplier Finance Arrangements

In August 2025, the MCA notified amendments to Ind AS 7 Statement of Cash Flows and Ind AS 107 Financial Instruments: Disclosures to clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

(iv) International Tax Reform—Pillar Two Model Rules – Amendments to Ind AS 12

In August 2025, the MCA notified amendments to Ind AS 12 Income Taxes in response to the OECD's BEPS Pillar Two rules and include:

A mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules; and

Disclosure requirements for affected entities to help users of the financial statements better understand an entity's exposure to Pillar Two income taxes arising from that legislation, particularly before its effective date.

The mandatory temporary exception – the use of which is required to be disclosed – applies immediately. The remaining disclosure requirements apply for annual reporting periods beginning on or after 1 April 2025, but not for any interim periods ending on or before 31 March 2026.

The above amendments do not have any impact on the Company's standalone financial statements.

Notes on Consolidated Financial Statement

Note1.01 Property, Plant and Equipment

(₹ in Lakhs)

Description of Assets	Gross Block				Depreciation				Net Block
	As at 01.04.2025	Additions during the year	Sales / Adjustments	As at 31.03.2026	As at 01.04.2025	During the year	Sales / Adjustments	As at 31.03.2026	As at 31.03.2026
Property, Plant & Equipment:									
Land	33,703.12	250.74	1,120.63	32,833.23	9.95	-	-	9.95	32,823.28
Buildings	22,614.09	2,079.51	0.21	24,693.39	3,390.34	624.75	-	4,015.09	20,678.30
Roads	196.49	287.23	-	483.72	163.40	33.42		196.82	286.90
Railway Sidings	467.33	-		467.33	130.43	25.53		155.96	311.37
Plant & Machinery	53,620.96	4,487.21	334.48	57,773.69	20,844.00	3,057.71	266.12	23,635.59	34,138.10
Electrical Machinery	1,413.05	43.33	-	1,456.38	636.82	160.05	-	796.87	659.51
Office Equipments	951.59	291.59	40.74	1,202.44	713.76	120.11	38.17	795.70	406.74
Furniture & Fittings	879.13	128.72	32.13	975.72	537.31	102.68	24.42	615.57	360.15
Vehicles	1,411.44	474.32	188.98	1,696.78	489.75	192.38	177.64	504.49	1,192.29
Total	**1,15,257.20**	**8,042.65**	**1,717.17**	**1,21,582.68**	**26,915.76**	**4,316.63**	**506.35**	**30,726.04**	**90,856.64**
Note: 1.02									
(a) Right to Use	2,871.45	532.30	53.22	3,350.53	177.92	255.00	-	432.92	2,917.61
(b) Capital Work in Progress (CWIP)	6,354.88	16,313.47	6,200.32	16,468.03	-			-	16,468.03
(c) Investment Property	3,638.16	-	(3.75)	3,641.91	1,013.83	89.81	-	1,103.64	2,538.27
Total	**12,864.49**	**16,845.77**	**6,249.79**	**23,460.47**	**1,191.75**	**344.81**	**-**	**1,536.56**	**21,923.91**
Note: 1.03									
Intangible Assets:					-				
(a) Goodwill	5,630.08	-	-	5,630.08	-	-	-	-	5,630.08
(b) Software	600.92	341.72	2.25	940.39	559.87	43.53	1.21	602.19	338.20
(c) Intangible Assets under development	235.35	110.08	345.43	-	-	-	-	-	-
Total	**6,466.35**	**451.80**	**347.68**	**6,570.47**	**559.87**	**43.53**	**1.21**	**602.19**	**5,968.28**
Grand Total	**1,34,588.04**	**25,340.22**	**8,314.64**	**1,51,613.62**	**28,667.38**	**4,704.97**	**507.56**	**32,864.79**	**1,18,748.83**

Previous Year

(₹ in Lakhs)

Description of Assets	Gross Block				Depreciation				Net Block
	As at 01.04.2024	Additions during the year	Sales / Adjustments	As at 31.03.2025	As at 01.04.2024	During the year	Sales / Adjustments	As at 31.03.2025	As at 31.03.2025
Property, Plant & Equipment:									
Land	7,573.87	26,129.25	-	33,703.12	9.95	-	-	9.95	33,693.17
Buildings	14,817.04	8,192.15	395.10	22,614.09	3,198.45	565.98	374.09	3,390.34	19,223.75
Roads	196.49	-	-	196.49	155.56	7.84	-	163.40	33.09
Railway Sidings	417.83	49.50	-	467.33	106.03	24.40	-	130.43	336.90
Plant & Machinery	39,446.09	14,245.67	70.80	53,620.96	17,887.06	3,020.92	63.98	20,844.00	32,776.96
Electrical Machinery	959.93	454.29	1.17	1,413.05	479.24	162.81	5.23	636.82	776.23
Office Equipments	779.73	173.82	1.96	951.59	625.27	90.29	1.80	713.76	237.83
Furniture & Fittings	830.49	53.85	5.21	879.13	479.34	63.19	5.22	537.31	341.82
Vehicles	1,120.53	335.80	44.89	1,411.44	370.49	161.90	42.64	489.75	921.69
Total	**66,142.00**	**49,634.33**	**519.13**	**1,15,257.20**	**23,311.39**	**4,097.33**	**492.96**	**26,915.76**	**88,341.44**
Note: 1.02									
(a) Right to Use	517.32	2,623.22	269.09	2,871.45	72.57	105.35	-	177.92	2,693.53
(b) Capital Work in Progress (CWIP)	2,242.46	12,088.10	7,975.68	6,354.88	-	-	-	-	6,354.88
(c) Investment Property	3,638.16	-	-	3,638.16	923.86	89.97	-	1,013.83	2,624.33
Total	**6,397.94**	**14,711.32**	**8,244.77**	**12,864.49**	**996.43**	**195.32**	**-**	**1,191.75**	**11,672.74**
Note: 1.03									
Intangible Assets:									
(a) Goodwill	-	5,630.08	-	5,630.08	-	-	-	-	5,630.08
(b) Software	566.55	34.37	-	600.92	537.78	22.09	-	559.87	41.05
(c) Intangible Assets under development	-	235.35	-	235.35	-	-	-	-	235.35
Total	**566.55**	**5,899.80**	**-**	**6,466.35**	**537.78**	**22.09**	**-**	**559.87**	**5,906.48**
Grand Total	**73,106.49**	**70,245.45**	**8,763.90**	**1,34,588.04**	**24,845.60**	**4,314.74**	**492.96**	**28,667.38**	**1,05,920.66**

Notes on Consolidated Financial Statement

Ageing of Capital-Work-in Progress (CWIP)

(₹ in Lakhs)

Particulars	As at 31st March 2026					As at 31st March 2025				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	11,778.09	3,489.41	453.23	155.38	15,876.11	4,957.55	631.73	46.12	143.81	5,779.21
Project temporarily suspended	16.25	575.67	-	-	591.92	575.67	-	-	-	575.67
Total	**11,794.34**	**4,065.08**	**453.23**	**155.38**	**16,468.03**	**5,533.22**	**631.73**	**46.12**	**143.81**	**6,354.88**

Ageing of Intangible Assets under development

(₹ in lakhs)

Particulars	As at 31st March 2026					As at 31st March 2025				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-	235.35	-	-	-	235.35
Total	**-**	**-**	**-**	**-**	**-**	**235.35**	**-**	**-**	**-**	**235.35**

Title deeds of Immovable Property not held in name of the Company

Particulars	Description of item of property	Gross carrying value (₹ in Lakhs)	Year in Service	Title deeds held in the name of	Title Deed Holder	Year since Property held	Reason for not being held in the name of the company
Property, Plant & Equipment	**Land**						
	Belgharia & Agarpara	456.92	Since 1944	Textile Machinery Corporation Ltd. Texmaco Ltd. now known as Texmaco Infrastructure & Holdings Ltd.	Promoter	1944	Held in the name of Pre-demerged entity.
	Sodepur	56.16	1999	Texmaco Ltd. now known as Texmaco Infrastructure & Holdings Ltd.	Promoter	1999 & 2000	Held in the name of Pre-demerged entity.
	Panihati	835.13	2006	Texmaco Ltd., now known as Texmaco Infrastructure & Holdings Ltd.	Promoter	2006	Held in the name of Pre-demerged entity.
	Land at Karjan, Gujarat	26,057.73	2024	Jindal rail infrastructure limited	Earlier Promoter	08th Oct 2024	Held in the name of Previous owner
	Building Flat no. 6A,Mandeville Court, 1-D, Mandeville Garden, Kolkata-700019. Area - 1333 Sq. Ft.	14.86	2000	Texmaco Ltd., now known as Texmaco Infrastructure & Holdings Ltd.	Promoter	2000	Held in the name of Pre-demerged entity
	Flat at 1st Floor,1/115, Gariahat Road, Kolkata-700068 Area -1318 Sq Ft	14.59	2007	Texmaco Ltd., now known as Texmaco Infrastructure & Holdings Ltd.	Promoter	2007	Held in the name of Pre-demerged entity.
Investment Property	**Land** Sodepur	35.32	2020	Texmaco Ltd., now known as Texmaco Infrastructure & Holdings Ltd.	Promoter	2020	Held in the name of Pre-demerged entity.

Notes on Consolidated Financial Statement

Note 1.04 Non-Current Investments

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
OTHER THAN TRADE INVESTMENTS		
Fully paid-up		
Investments in Equity Instruments (Quoted) (at Fair Value)		
Texmaco Infrastructure & Holdings Ltd. 4,83,899 (2025: 4,83,899) Shares of ₹ 1 each	472.33	495.42
Chambal Fertilisers & Chemicals Ltd. 9,653 (2025: 9,653) Shares of ₹ 10 each	41.19	60.38
Investments in Equity Instruments (Unquoted)		
AMP Energy C&I Nine Private Limited (At Cost) 38,00,000 (2025: 38,00,000) Shares of ₹10 each	380.00	380.00
Bharuch Dahej Railway Company Ltd. (At Fair Value) 1,00,00,000 (2025: 1,00,00,000) Shares of ₹ 10 each	2,027.64	1,798.83
Texmaco Defence Systems Private Limited (At Fair Value) 19,000 (2025: 19,000) Shares of ₹ 10 each	-	-
Investments in Equity Instruments of Associate Company (Unquoted)(At Cost)		
Panihati Engineering Udyog Private Limited 30,000 (2025: NIL) Shares of ₹ 10 each	2.56	-
Investments in Equity Instruments of Joint Ventures (Unquoted)(At Cost)		
Touax Texmaco Railcar Leasing Pvt Limited 3,36,49,999 (2025: 1,26,49,999) Shares of ₹ 10 each	4,523.34	2,024.31
Wabtec Texmaco Rail Private Limited 32,81,700 (2025:32,81,700) Shares of ₹ 10 each	1,724.01	1,046.23
Investments in CCD of Joint Ventures (Unquoted)(At Cost)		
Touax Texmaco Railcar Leasing Pvt Limited 83,94,100 (2025: 1,04,94,100) CCD of ₹ 100 each	8,394.10	10,494.10
TOTAL NON CURRENT INVESTMENTS	**17,565.17**	**16,299.27**
i) Aggregate amount of quoted investments	513.52	555.80
ii) Market Value of quoted investments	513.52	555.80
iii) Aggregate amount of unquoted investments	17,051.65	15,743.47

Note: Pursuant to approval received from the Registrar of Companies, West Bengal, the name of the Company's wholly owned subsidiary has been changed from "Texmaco Rail Electrification Limited" to "Texmaco Defence Technologies Limited" with effect from 28th April, 2026.

Note 1.05 Bank Balance (Non-Current)

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Margin Money	847.32	1,157.91

Note 1.06 Other Non-Current Financial Assets

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
(a) Security Deposits	462.56	540.05
(b) Term Deposit of More Than Twelve Months Maturity	281.28	262.27
(c) Interest Accured on Deposits & Others	19.23	73.13
Total	**763.07**	**875.45**

Notes on Consolidated Financial Statement

Note 1.07 Deferred Tax Assets / Liabilities (Net)

The major components of the Deferred Tax Assets / (Liabilities) based on the tax effects of timing differences are as follows: (₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Deferred Tax Assets		
(a) Carried Forward Losses	30.02	2,486.00
(b) Provisions & others	2,097.33	1,992.83
(c) MAT Credit	2,047.03	3,043.02
(d) Compensated absences	315.53	219.91
(e) Gratuity	239.16	209.95
Total Deferred Tax Assets	**4,729.07**	**7,951.71**
Deferred Tax Liabilities		
(a) Property, Plant and equipment	(8,188.77)	(7,936.30)
(b) Fair Valuation Through Profit and Loss	(209.90)	(74.50)
(c) Compensatation from Statutory Authority	(965.50)	(965.50)
Total Deferred Tax Liabilities	**(9,364.17)**	**(8,976.30)**
Net Deferred Tax Assets/(Liabilities)	**(4,635.10)**	**(1,024.59)**

Note 1.08 Other Non-Current Asset

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
(a) Capital Advances	549.66	772.19
(b) Prepaid Expenses	302.41	413.76
Total	**852.07**	**1,185.95**

Note 1.09 Inventories

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
(a) Raw Material	48,810.04	50,209.97
(b) Work in Progress	28,414.37	26,623.74
(c) Finished Goods	1,148.66	1,676.14
(d) Stores and Spares	4,272.90	3,771.46
(e) Goods in transit	3,017.93	2,914.52
(f) Stock in Trade	1,116.88	-
Total	**86,780.78**	**85,195.83**

Inventories are secured against first charge on working capital facility.

Notes on Consolidated Financial Statement

Note 1.10 Current Investments

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Investments in Mutual Funds (Unquoted) at Fair Value		
Aditya Birla Sunlife Savings Fund-Regular Plan-Growth 25,21,050.302 (2025: 15,34,167) Units of ₹100 each	14,461.51	8,238.75
Axis Treasury Advantage Fund Growth 644.635 (2025: 644.635) Units of ₹ 1000 each	20.82	20.47
ICICI Prudential Money Market Fund-Direct Growth 4,99,435.237 (2025: Nil) Units of ₹ 100 each	2,007.83	-
Nippon India Money Market Fund-Growth Plan-Growth (LQGPG) 36,562.976 (2025: Nil) Units of ₹ 1000 each	1,586.31	-
SBI Savings Fund-Regular Plan-Growth 37,77,224.867 (2025: Nil) Units of ₹ 10 each	1,632.38	-
TOTAL CURRENT INVESTMENTS	**19,708.85**	**8,259.22**
(i) Aggregate amount of quoted investments	-	-
(ii) Market Value of quoted investments	-	-
(iii) Aggregate amount of unquoted investments	19,708.85	8,259.22

Note 1.11 Trade Receivables

(₹ in lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
(a) Secured, Considered Good	-	-
(b) Unsecured, Considered Good	1,24,792.64	1,36,656.77
(c) Unsecured, Credit Impaired	3,317.47	3,281.16
	1,28,110.11	1,39,937.93
Allowance for Bad and Doubtful Debts	(3,317.47)	(3,281.16)
Total	**1,24,792.64**	**1,36,656.77**

(i) The above includes ₹ 18,137.56 Lakhs as retention money (2025: ₹ 19,236.46 Lakhs) which are recoverable on completion of the project as per the relevant contract.

(ii) Trade Receivable are secured against first charge on working capital facility.

(iii) The company provide allowance in trade receivables based on historic credit loss experience, current economic conditions and events and future observable data and information. The expected credit loss allowance is computed based on the ageing of the receivable.

(₹ in lakhs)

Ageing of Trade Receivable	As at 31st March, 2026						
	Outstanding for following periods from due date of payment#						
Particulars	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivable							
(i) Undisputed Trade Receivables – Considered Good	24,503.80	69,396.21	6,633.98	8,005.76	7,653.37	8,599.52	1,24,792.64
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – Credit Impaired	-	-	-	-	-	3,317.47	3,317.47
Disputed Trade Receivable							
(i) Disputed Trade Receivables – Considered Good	-	-	-	-	-	-	-
(ii) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables – Credit Impaired	-	-	-	-	-	-	-
Total Debtors	**24,503.80**	**69,396.21**	**6,633.98**	**8,005.76**	**7,653.37**	**11,916.99**	**1,28,110.11**
Less: Allowance for Bad and Doubtful Debts	-	-	-		-	(3,317.47)	(3,317.47)
Net Debtors	**24,503.80**	**69,396.21**	**6,633.98**	**8,005.76**	**7,653.37**	**8,599.52**	**1,24,792.64**

#Ageing has been considered from the date of invoice.

Notes on Consolidated Financial Statement

(₹ in Lakhs)

Ageing of Trade Receivable Particulars	As at 31st March, 2025 Outstanding for following periods from due date of payment# Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivable							
(i) Undisputed Trade Receivables – Considered Good	31,239.58	80,674.50	5,907.80	5,167.62	8,024.39	5,642.88	1,36,656.77
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – Credit Impaired	-	78.63	19.31	59.52	-	3,123.70	3,281.16
Disputed Trade Receivable	-	-	-	-	-	-	
(i) Disputed Trade Receivables – Considered Good	-	-	-	-	-	-	-
(ii) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables – Credit Impaired	-	-	-	-	-	-	-
Total Debtors	**31,239.58**	**80,753.13**	**5,927.11**	**5,227.14**	**8,024.39**	**8,766.58**	**1,39,937.93**
Less: Allowance for Bad and Doubtful Debts	-	(78.63)	(19.31)	(59.52)	-	(3,123.70)	(3,281.16)
Net Debtors	**31,239.58**	**80,674.50**	**5,907.80**	**5,167.62**	**8,024.39**	**5,642.88**	**1,36,656.77**

*Ageing has been considered from the date of invoice

Note 1.12 Cash and Cash Equivalents

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
(a) Balances with banks		
- In current accounts	3,563.19	5,657.83
- Term Deposit -Less than Three Months Maturity	3,001.00	-
(b) Cheques/ Draft on hand	2,394.21	-
(c) Cash on hand	27.91	43.99
Total	**8,986.31**	**5,701.82**

Cash and cash equivalents include Cash on Hand, Cheques/ Draft on hand & Cash at Bank

Note 1.13 Bank Balances other than above

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
(a) Unpaid Dividend Account	20.90	15.25
(b) Term Deposit of upto Twelve Months Maturity	20.19	502.04
(c) Margin Money/Escrow A/c	14,174.15	14,833.70
Total	**14,215.24**	**15,350.99**

Represents deposit with original maturity of more than 3 months having remaining maturity of less than 12 months from the Balance Sheet Date.

Note 1.14 Loans (Current)

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
I Unsecured, Considered Good		
Advance to Employee	94.71	109.47
Loan to Body Corporates	322.55	312.00
	417.26	**421.47**
II Unsecured, Credit Impaired		
Loan to Body Corporates	275.00	275.00
Less: Allowance for Loan to Body Corporate	(275.00)	(275.00)
	-	-
Total	**417.26**	**421.47**

Notes on Consolidated Financial Statement

Note 1.14 a Financial Assets - Others

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Interest accrued on Loans	1,893.79	1,586.31
Total	**1,893.79**	**1,586.31**

Note 1.15 Current Tax Assets (Net)

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Advance Payment of Income Tax (Net of Provision)	1,930.42	1,109.77
Total	**1,930.42**	**1,109.77**

Note 1.16 Other Current Assets

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
(a) Security Deposits	3,494.03	3,330.40
(b) Advance to Parties	9,631.08	10,357.88
(c) Other Advances	3,391.11	3,231.22
(d) Prepaid Expenses	779.22	1,132.07
(e) Balances with Government Dept	9,081.67	13,188.98
(f) Contractually reimbursable expenses	1,908.83	1,908.83
(g) Unbilled Debtors	76,555.09	67,889.43
(h) Other receivable	3,039.07	2,935.06
Total	**1,07,880.10**	**1,03,973.87**

Note 1.17 Equity Share Capital

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Authorised Share Capital		
4,16,75,00,000 Equity shares at par value of ₹ 1/- each	41,675.00	19,700.00
(As at 31st March 2025: 1,97,00,00,000 equity shares of Re 1/- each)	**41,675.00**	**19,700.00**
Issued, Subscribed and Paid up capital		
40,68,64,572 Equity Shares of ₹ 1/- each		
(As at 31st March 2025: 39,94,67,302 equity shares of ₹ 1/- each)	4,068.65	3,994.67
Total	**4,068.65**	**3,994.67**

(i) The Company has only one class of shares referred to as equity shares having a par value of ₹ 1 each holder of equity shares is entitled to one vote per share.

(ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iii) Reconciliation of numbers of Issued, Subscribed and Paid-up Capital

Notes on Consolidated Financial Statement

Note 1.17 Equity Share capital (Contd.)

Particulars	As at 31.03.2026 No . of Shares	As at 31.03.2025 No . of Shares
Number of Shares at the beginning of the year	39,94,67,302	39,94,67,302
Add: Conversion of Warrants into Equity Share on Preferential Basis	73,97,270	-
Number of Shares at the end of the year	40,68,64,572	39,94,67,302

(iv) After the reporting date, dividend of ₹0.75 (2025: ₹0.75) per equity share were proposed by the Board of Directors subject to the approval of the share holders at the Annual General Meeting, the dividend has not been recognised as Liabilities.

(v) The name of Shareholders holding more than 5% Equity shares

Name of Shareholders	As at 31.03.2026		As at 31.03.2025	
	No. of Shares	% Holding	No. of Shares	% Holding
Texmaco Infrastructure & Holdings Ltd.	5,90,00,025	14.50	5,90,00,025	14.77
Zuari International Ltd.	6,37,68,926	15.67	6,37,68,926	15.96
Saroj Kumar Poddar*	2,83,77,042	6.97	2,83,77,042	7.10
Adventz Finance Private Limited	3,16,65,659	7.78	2,77,79,649	6.95

*The shares held by Shri Saroj Kumar Poddar includes his holding as Karta of HUF and trustee of Saroj and Jyoti Poddar Holdings Pvt. Trust.

Notes on Consolidated Financial Statement

(vi) Details of shareholdings by Promoter / Promoter Group

	Promoter / Promoter Group Name	As at 31.03.2026		As at 31.03.2025		% Change During The Year*
		No. of Shares	% Holding	No. of Shares	% Holding	
1	Saroj Kumar Poddar (as a Karta)	10,710	0.00	10,710	0.00	-
2	Saroj Kumar Poddar (as a Trustee - Saroj And Jyoti Poddar Holdings Pvt. Trust)	37,92,857	0.93	37,92,857	0.95	(0.02)
3	Shradha Agarwala	20,693	0.01	20,693	0.01	-
4	Jyotsna Poddar (as an Individual)	3,54,032	0.09	1,04,032	0.03	0.06
5	Saroj Kumar Poddar (as an Individual)	2,45,73,475	6.04	2,45,73,475	6.15	(0.11)
6	Anisha Berlia	46,574	0.01	46,574	0.01	-
7	Aashti Agarwala	20,693	0.01	20,693	0.01	-
8	Eureka Traders Pvt. Ltd.	530	0.00	530	0.00	-
9	Indrakshi Trading Company Pvt. Ltd.	30,000	0.01	30,000	0.01	-
10	Master Exchange & Finance Ltd.	15,760	0.00	15,760	0.00	-
11	Premium Exchange & Finance Ltd.	1,88,090	0.05	1,88,090	0.05	-
12	Zuari International Ltd.	6,37,68,926	15.67	6,37,68,926	15.96	(0.29)
13	Zuari Industries Ltd.	7,65,988	0.19	7,65,988	0.19	-
14	Jeewan Jyoti Medical Society	1,60,500	0.04	1,60,500	0.04	-
15	Adventz Finance Pvt. Ltd.	3,16,65,659	7.78	2,77,79,649	6.95	0.83
16	Duke Commerce Ltd.	75,14,000	1.84	75,14,000	1.88	(0.04)
17	Greenland Trading Pvt. Ltd.	35,000	0.01	35,000	0.01	-
18	Texmaco Infrastructure & Holdings Ltd.	5,90,00,025	14.50	5,90,00,025	14.77	(0.27)
19	Abhishek Holdings Pvt. Ltd.	280	0.00	280	0.00	-
20	Adventz Securities Enterprises Ltd.	38,09,140	0.94	38,09,140	0.95	(0.01)
21	New Eros Tradecom Ltd.	7,38,800	0.18	7,38,800	0.18	-
22	Akshay Poddar	14,820	0.00	2,64,820	0.07	(0.07)
23	Puja Poddar	1,60,000	0.04	1,60,000	0.04	-
Total		**19,66,86,552**	**48.34**	**19,28,00,542**	**48.26**	**0.08**

* % change during the year has been computed on the basis of the number of shares at the beginning of the year

Notes on Consolidated Financial Statement

Note 1.18 Other Equity

(₹ in Lakhs)

Particulars		As at 31.03.2026	As at 31.03.2025
(i)	**Capital Reserve**		
	Balance as per last Account	1,135.24	1,626.60
	Add: Appropriation of Money Received Against Share Warrants	180.82	-
	Less: Adjustment of Goodwill in Business Combination	-	(491.36)
		1,316.06	**1,135.24**
(ii)	**Securities Premium**		
	Balance as per last Account	1,64,998.40	1,65,311.87
	Add: Issuance of Equity Shares against Money Received in Share Warrants	14,202.76	-
	Less: Adjustment for Issue Expenses	-	(313.47)
		1,79,201.16	**1,64,998.40**
(iii)	**General Reserve**		
	Balance as at the beginning of the year	49,405.28	49,205.28
	Less: Provision for Contingencies	(49,405.28)	
	Add: Transferred from Retained Earnings	-	200.00
		-	**49,405.28**
(iv)	**Reserves Representing Unrealised Gains/Losses**		
	(a) Equity Instruments through Other Comprehensive Income		
	Balance as at the beginning of the year	744.22	155.17
	Add: On Acquisition of a Subsidiary	-	622.16
	Addition during the year	186.54	(33.11)
		930.76	**744.22**
	(b) Remeasurements of the net defined benefit Plans		
	Balance as at the beginning of the year	-	-
	Addition during the year	58.42	(33.86)
	Less : Transferred to Retained Earning	(58.42)	33.86
		-	**-**
(v)	**Exchange differences on translating the Financial Statements of a Foreign Operation**		
	Balance as at the beginning of the year	190.81	183.19
	Addition during the year	220.50	7.62
		411.31	**190.81**
(vi)	**Revaluation Surplus**		
	Balance as at the beginning of the year	3,671.07	3,671.07
	Addition during the year	-	-
		3,671.07	**3,671.07**
(vii)	**Retained Earnings**		
	Surplus at the beginning of the year	51,831.89	29,147.87
	Add : Profit for the year	19,514.78	24,917.76
	Add : Remeasurements of the net defined benefit Plans	58.42	(33.86)
	Add : Transferred from Share of other Comprehensive Income in Associates & Joint Ventures, to the extent not to be classified into profit or loss	(0.79)	(2.54)
	Less: Provision for Contingencies	(20,594.72)	-
	Less : Transferred to General Reserve	-	(200.00)
	Less: Dividend on Equity Shares	(2,996.00)	(1,997.34)
	Less: Derecognition / Recognition of Subsidiary/Associates	0.91	-
		47,814.49	**51,831.89**
(viii)	**Money Received Against Share Warrants**		
	Balance as at the beginning of the year	3,750.00	-
	Add: Money Received during the Year	10,707.56	3,750.00
	Less: Allotment of Equity Shares & Securities Premium	(14,276.74)	
	Less: Appropriation of Share Warrants Money to Capital Reserve	(180.82)	-
		-	**3,750.00**
	Total	**2,33,344.85**	**2,75,726.91**

Notes on Consolidated Financial Statement

Note 1.18 Other Equity (Contd.)

(i) **Capital Reserves:** The Company recognises profit or loss on purchase, sale, issue or cancellation of the Company's own equity instruments to Capital Reserve.

(ii) **Security Premium:** Security Premium represents to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act 2013.

(iii) **General Reserve:** The General Reserve is created from time to time to transfer profit from Retained Earnings for appropriation purpose. As the General Reserve is created by transfer from one component of equity to another and is not an item of other comprehensive income, items includes in the General Reserve will not be reclassified subsequently to profit & loss.

(iv) **Reserve for Equity Instrument through Other Comprehensive Income (OCI):** This reserve represents the cumulative gain or loss arising on net revaluation of equity instruments measured at fair value through OCI, net of amounts reclassified to the Retained Earnings when those assets have been disposed off.

(v) **Foreign currency monetary items translation difference reserve:** Exchange differences arising on settlement and remeasurement of long term foreign currency monetary items are accumulated in "Foreign Currency Monetary items Translation Difference Account" and amortised over the maturity period or upto the date of settlement of such monetary items, whichever is earlier, and charged to the Statement of Profit and Loss.

(vi) **Retained Earnings:** Retained Earnings refers to the portion of net income which is retained by the corporation to be reinvested in its core business. Similarly if the Company has a loss then that loss is retained and called retained losses or accumulated losses. Retained Earnings and Losses are cumulative from year to year with losses off setting earnings.

(vil) **Money Received Against Share Warrants:** This represents amounts received towards share warrants, entitling holders to apply for equity shares at a predetermined price. During the year, the amount was utilised towards allotment of equity shares, and the balance was transferred to Capital Reserve. Accordingly, the closing balance as at 31 March 2026 is Nil.

Note 1.19 Financial Liabilities - Non Current

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Borrowings (Non-Current)		
Secured		
From banks		
(a) Term Loan/Foreign Currency Term Loan (TL/FCTL)	31,769.87	35,596.76
(b) Car Loan	1.58	9.24
Total	**31,771.45**	**35,606.00**

(i) Term Loan from Banks are secured against the Property, Plant and Equipments created from such Loan, remaining Term Loan from Banks are repayable as per the timeline mentioned in sanction letter.

(ii) Term Loans includes loan of ₹ 1,766.59 Lakhs secured primarily by an exclusive charge over rent receivables from the lessee and has collateral security by way of an exclusive charge over immovable property against which the rent is receivable.

(iii) Corporate Loan from Bank is secured by the way of first pari-passu on stock, book debts, other current assets (both present and future) and land and buildings of Agarpara and Belgharia along with second charge on the movable fixed assets of that particular division.

(iv) Certain vehicles are acquired through Auto Loan facility and such vehicles are exclusively hypothecated in favour of respective lenders, repayable in monthly equated instalments till July 2027.

Note 1.19a Lease Liabilities (Non Current)

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Lease Liabilities	2,041.29	2,145.45

Refer to Note No. 1.42 of Financial Statements

Notes on Consolidated Financial Statement

Note 1.20 Provisions (Non Current)

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
(a) Provision for Leave	691.36	523.19
(b) Provision for Gratuity	711.56	498.66
(c) For Warranty and others	42.04	183.99
Total	**1,444.96**	**1,205.84**

The Company accounts for leave and gratuity based on Actuarial Valuation

Note 1.21 Other Non Current Liabilities

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
(a) Advances from Customers	522.43	4,106.70
(b) Prepaid - Rent Liability	214.90	178.37
Total	**737.33**	**4,285.07**

Note 1.22 Financial Liabilities-Current

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Borrowings(Current)		
Secured		
(a) From Banks		
Cash Credit	41,291.12	47,697.61
(b) Current maturities of long-term debt		
Term Loan	13,395.07	8,767.49
Car Loan	337.19	10.11
Un-Secured		
(a) From Other Parties		
Inter-Corporate Deposits	504.01	460.31
Total	**55,527.39**	**56,935.52**

(i) Cash Credit facilities of respective divisions are secured by hypothecation of pari- passu first charge on stock, book debts and other current assets of that particular division (both present and future).

(ii) Cash Credit facility for Steel Foundry Division (Raipur) are further secured by first charge on the fixed assets of their respective divisions (both present and future).

(iii) Cash Credit facility Infra Rail & Green Energy Divisions is further secured by first pari-passu charge on the movable fixed assets of their respective division (both present and future).

(iv) Cash Credit facility for Infra - Rail & Green Energy - Kalindee Division are further secured by way of first Pari-Passu charge on fixed deposit of ₹15.56 Crores along with Gurgaon Property to the working capital consortium lenders.

(v) Cash Credit Facility of Freight Car Division are secured by Pari-Passu on land and buildings of Agarpara and Belgharia along with second charge on the movable fixed assets of this division.

Note 1.22a Lease Liabilities (Current)

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Lease Liabilities	130.75	120.31

Refer to Note No. 1.42 of Financial Statements

Notes on Consolidated Financial Statement

1.23 Financial Liabilities - Trade Payables

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
Dues to Micro Enterprise and Small Enterprises	353.03	215.76
Dues of Creditors other than Micro Enterprise and Small Enterprises	59,954.10	63,662.97
Total	**60,307.13**	**63,878.73**
Information in terms of Section 22 of the Micro, Small and Medium Enterprise Development Act, 2006 is as follows		
Disclosure required under the Micro, Small and Medium Enterprises		
Development Act, 2006 (the Act) are give as follows:		
(a) Principal amount due Unpaid matured deposits and interest accrued thereon	353.03	215.76
(b) Interest paid during the period beyond the appointed day	-	-
(c) Amount of interest due and payable for the period of delay in making payment without adding the interest specified under the Act	-	-
(d) Amount of interest accrued and remaining unpaid at the end of the period	-	-
(e) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Act	-	-

There are no material dues owned by the Company to Micro and Small Enterprises, which are outstanding for more than 45 days during the year as at 31st March, 2026 and 31st March, 2025. This information as required under the Micro, Small and Medium Enterprises Development Act 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company and has been relied upon by the Auditors

(₹ in Lakhs)

Ageing of Trade Payable#	As at 31st March, 2026				
Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	353.03	-	-	-	353.03
(ii) Other Creditors	54,155.59	1,750.29	724.58	3,323.64	59,954.10
(iii) Disputed dues –MSME	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	-

(₹ in Lakhs)

Ageing of Trade Payable#	As at 31st March, 2025				
Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	215.76	-	-	-	215.76
(ii) Other Creditors	58,052.70	1,615.07	1,065.25	2,929.95	63,662.97
(iii) Disputed dues –MSME	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	-

#*Ageing has been considered from the date of invoice*

Notes on Consolidated Financial Statement

Note 1.24 Financial Liabilities - Other Financial Liabilities

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
(a) Interest accrued but not due on borrowings	13.26	44.17
(b) Unclaimed/Unpaid dividends	20.90	15.25
(c) Others		
Liabilities for Expenses	2,475.14	1,523.32
Amount Due to Employees	851.77	914.33
Other Misc. Payable	135.88	424.73
Creditors for Capital Advance	628.45	229.91
Total	**4,125.40**	**3,151.71**

There is no amount due and outstanding to be credited to the Investor Education and Protection Fund against unpaid dividend as at 31st March, 2026.

Note 1.25 Other Current Liabilities

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
(a) Advances from Customers	21,302.49	18,459.46
(b) TDS and other taxes payable	1,153.06	1,503.46
(c) PF, ESI amount payable	131.53	129.19
(d) Security Deposits	3,265.89	4,080.06
(e) Other Liabilities	3,676.30	1,982.78
Total	**29,529.27**	**26,154.95**

Note 1.26 Provisions (Current)

(₹ in Lakhs)

Particulars	As at 31.03.2026	As at 31.03.2025
(a) Provision for Gratuity	52.13	40.04
(b) Provision for Leave	208.54	209.35
(c) Provision for Contract Loss	1,070.31	1,143.99
(d) Provision for Expenses	2,603.23	4,770.07
(e) Provision for Contingencies	70,000.00	-
Total	**73,934.21**	**6,163.45**

The Company accounts for leave and gratuity based on Actuarial Valuation

Note 1.27 Revenue from Operations

(₹ in Lakhs)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
(a) Sale of Products	3,43,108.17	4,32,484.32
(b) Sale of Services	92,773.23	74,702.92
(c) Other Operating Revenues	1,845.24	3,469.95
Total	**4,37,726.64**	**5,10,657.19**

Notes on Consolidated Financial Statement

Note 1.28 Other Income

(₹ in Lakhs)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
(a) Interest Income		
From Bank	784.20	859.56
From Others	446.40	683.86
(b) Dividend Income		
Income from Non-Current Investments	16.69	31.36
(c) Other Non-Operating income		
Net gain on Sale of Current Investments	151.95	783.47
Miscellaneous Receipts and Income	321.83	1,440.94
Sundry Credit Balance Adjusted	10.33	56.66
Profit on sale of Fixed Assets (Net)	-	121.00
Rent Received	1,128.57	1,021.58
Provision & Excess Liabilities Written Back	-	87.60
Insurance Claim Received	95.20	-
Contract Loss Provision Written Back	73.68	-
Gain on fair valuation of Bonds/Mutual	675.42	681.47
Total	**3,704.27**	**5,767.50**

Note 1.29 Cost of Materials Consumed

(₹ in Lakhs)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Opening Stock of Raw Materials	21,615.69	13,395.88
Add: Raw materials Purchased and Departmental Transfers etc.	1,49,555.15	2,39,735.80
	1,71,170.84	**2,53,131.68**
Less: Closing Stock of Raw Materials	15,894.94	15,161.20
	1,55,275.90	**2,37,970.48**
Consumption of Components	1,79,109.83	1,47,727.97
(Including Job Processing and Contract Labour Charges ₹ 18,422.09 Lakhs, Previous Year ₹ 27,559.37 Lakhs)		
Total	**3,34,385.73**	**3,85,698.45**

Notes on Consolidated Financial Statement

Note 1.30 Changes In Inventories of Finished Goods and Work-in-Progress

(₹ in Lakhs)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Opening Stock		
Finished Goods	1,676.14	4,936.16
Work-in-Progress	26,623.74	31,610.72
	28,299.88	**36,546.88**
Less : Closing Stock		
Finished Goods	1,148.66	1,676.14
Work-in-Progress	28,414.37	26,623.74
	29,563.03	**28,299.88**
(Increase) / Decrease in Stock	**(1,263.15)**	**8,247.00**

Note 1.31 Employee Benefits Expense

(₹ in Lakhs)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
(a) Salaries, Wages and Bonus	15,951.55	14,964.57
(b) Contribution to provident and other funds		
(i) Provident Fund and Pension Fund	1,011.02	997.70
(ii) Superannuation Fund	4.93	50.62
(iii) Gratuity	445.89	174.91
(c) Staff Welfare Expenses	1,008.30	867.83
(d) VRS Expenses	3.90	16.65
Total	**18,425.59**	**17,072.28**

Note 1.32 Finance Costs

(₹ in Lakhs)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
(a) Interest		
(i) Banks	8,467.23	8,658.27
(ii) Others	1,450.87	1,673.95
(b) Other Borrowing Costs	2,342.37	3,386.26
Total	**12,260.47**	**13,718.48**

Note 1.33 Depreciation and Amortization Expenses

(₹ in Lakhs)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
Depreciation on Tangible Assets	4,661.44	4,288.23
Amoritization on Intangible Assets	43.53	160.27
	4,704.97	**4,448.50**
Less: Transferred to Capital Work in Progress	-	(133.76)
Total	**4,704.97**	**4,314.74**

Notes on Consolidated Financial Statement

Note 1.34 Other Expenses

(₹ in Lakhs)

Particulars	Year Ended 31.03.2026		Year Ended 31.03.2025	
Consumption of stores and spare parts		14,029.99		17,779.30
Power and Fuel		9,708.19		10,304.08
Rent		307.59		367.69
Repairs to buildings		820.34		981.69
Repairs to machinery		1,817.21		1,160.81
Repairs to others		815.16		272.48
Insurance		1,205.05		651.16
Rates and Taxes excluding taxes on Income		770.48		779.99
Freight, Packing and Transport (Net)		552.12		1,250.47
Erection Expenses		8,376.65		6,451.19
Drawings and Designs		471.63		3.10
Royalty & Knowhow		-		-
Selling Agents Commission		130.07		1.85
Selling Expenses		446.30		293.28
Director's Sitting Fees		33.70		48.35
Director's Commission		45.39		12.12
Payments to the Auditor		74.20		81.43
As Auditor	34.24		35.05	
For Tax Audit	8.00		6.95	
For Quarterly Review	13.50		13.50	
For Fees for Other Services (incl for issuing various certificates)	14.08		21.86	
As Cost Auditor	3.05		2.30	
For Reimbursement of out of pocket expenses	1.33		1.77	
Donation		26.01		353.01
CSR Expenses		258.23		111.90
Miscellaneous Expenses		5,957.19		6,953.97
Sundry Debit Balance Adjusted		82.19		13.45
Allowance for bad & doubtful debts/Advances		161.26		1,854.86
Provision for Others		600.00		-
Bad Debt/Impairment /Loss of unbilled Revenue	-		2,237.92	
Less: Allowance for bad & doubtful debts	-	-	-	2,237.92
Property, Plant and Equipment Written off		-		19.67
Contract Loss Provision		-		807.66
Net loss on foreign currency transaction		430.40		121.70
Loss on sale of PPE (Net)		17.43		-
Total		**47,136.78**		**52,913.13**

The Director Fees include ₹0.50 lakh paid to Mr. Virendra Sinha towards his attendance at a Board Meeting in his capacity as an Independent Director of Texmaco West Rail Limited, which was subsequently merged with the Company with effect from the appointed date of April 1, 2025.

Note on CSR Expenses[#]:

(₹ in Lakhs)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
(i) Amount required to be spent during the year	285.27	186.56
(ii) Amount spent during the year**	258.23	111.90
(iii) Amount spent towards previous year's CSR obligation	51.64	-
(iv) Amount spent towards current year's CSR obligation	206.59	111.90
(v) Shortfall for the current year's CSR obligation (i-iv)	78.68	74.66
(vi) Excess CSR adjusted against previous year's balance	(2.57)	(18.86)
(vii) Net amount required to be transferred to Unspent CSR Account	76.11	55.80
(viii) Net amount transferred to Unspent CSR Account for the year*	76.13	58.50
(ix) Reason for shortfall	Long-term projects	Long-term projects
(x) Nature of CSR activities	Health, Education, Sports & Sanitation	Health, Education, Sports & Sanitation
(xi) Details of related party transactions	Nil	Nil
(xii) Provision for contractual obligation	Nil	Nil

*The shortfall of unspent CSR amount has been transferred to "Unspent CSR Account" opened with ICICI Bank.

**Includes ₹51.64 lakh spent from Unspent CSR Account for FY 2024-25.

Notes on Consolidated Financial Statement

Note 1.35 Other Comprehensive Income

(₹ in Lakhs)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
(A) Items that will not be reclassified to profit or loss		
(i) Remeasurements of the defined benefit plans	61.13	(33.86)
(ii) Equity Instruments through Other Comprehensive Income;	186.54	(33.11)
(iii) Share of Other Comprehensive Income in Associates and Joint Ventures, to the extent not to be classified into profit or loss	(0.79)	(2.54)
Total	**246.88**	**(69.51)**
(B) Items that will be reclassified to profit or loss		
(i) Exchange differences in translating the financial statements of a foreign operation	220.50	7.62
Total	**220.50**	**7.62**

Note 1.36 Commitments and Contingent Liabilities

(₹ in Lakhs)

Particulars	Year Ended 31.03.2026	Year Ended 31.03.2025
(A) Commitments		
Estimated amount of contracts remaining to be executed on Capital Account and not provided for (Net of advance)	9786.58	4.48
(B) Contingent Liabilities (not provided for) in respect of:		
(i) Bank / Corporate Guarantees given in the normal course of Business.	1,08,688.24	1,11,683.66
(ii) Bonds issued to Custom Department	92.70	92.70
(iii) Claims under dispute (Excise, Service Tax, Income Tax and others)	19,829.72	22,827.88
(iv) Claims not acknowledged as debts (Amount unascertainable)	-	-
(v) Income Tax assessment under appeal (Amount unascertainable)	150.20	151.05

Note 1.37 Movement of Provisions during the year as required under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

(₹ in Lakhs)

Particulars	Opening Provision as on 01.04.2025	Utilized during the year	Reversed during the year	Provision during the year	Closing provision as on 31.03.2026
(a) Site warranty period maintenance	183.99	-	141.95	-	42.04
(b) Contract Loss Provision	1,143.99	-	73.68	-	1,070.31
(c) Contingencies	-	-	-	70,000.00	70,000.00
(d) Others	4,770.07	-	5,221.86	3,055.02	2,603.23
Total	**6,098.05**	**-**	**5,437.49**	**73,055.02**	**73,715.58**
Previous Year	2,662.75	-	1,866.60	5,301.90	6,098.05

In accordance with the requirement of Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets" issued by the Companies (Accounting Standard) Rules 2006, the company has provided liability for other expenses amounting to ₹ 73,055.02 lakhs (Previous Year ₹ 5,301.90 lakhs).

Site warranty period maintenance - The Company gives warranties and maintenance on certain products and services, undertaking to repair, replace and maintain the items for satisfactory working during the warranty period. Provision as at March 31,2026 represents the amount of the expected cost of meeting such obligations of rectification/ replacement/maintenance.

Contract Loss Provision - It represents provision recognized for expected losses on onerous contracts where the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received. The provision is measured based on the best estimate of the expenditure required to settle the present obligation at the reporting date and is reviewed periodically based on the status of execution of the respective contracts. The outflow of economic resources is expected to materialize over the period of execution of such contracts.

Contingencies - Refer to the Note No. 1.37 (Standalone) for the details.

Provision for others - It represents liabilities related to various site expenses including contractor service charges for sites, administrative charges etc, likely to materialize in the next financial year. Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and are liable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using equivalent period government securities interest rate. Unwinding of the discount is recognized in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

Contingencies - Refer to the Note No. 1.37 of Standalone Financial Statement for the details.

Notes on Consolidated Financial Statement

Note No. 1.38 Related Party Disclosure

(a) Name of the related parties and relationship as per Ind AS 24, where transaction exists.

	Relationship	Parties where control Exist 2025-26	Parties where control Exist 2024-25
A	Key Management Personnel	Mr. Saroj Kumar Poddar Executive Chairman	Mr. Saroj Kumar Poddar Executive Chairman
		Mr. Indrajit Mookerjee Executive Director & Vice Chairman	Mr. Indrajit Mookerjee, Executive Director & Vice Chairman
		Mr. Sudipta Mukherjee Executive Director & Managing Director	Mr. Sudipta Mukherjee Executive Director & Managing Director
		--	Mr. D. R. Kaarthikeyan, Independent Director (Resigned w.e.f 03rd September, 2024
		--	Mr. Amitabha Guha, Independent Director (Resigned from 01st October, 2024)
		Mr. Utsav Parekh, Independent Director	Mr. Utsav Parekh, Independent Director
		Mr. Virendra Sinha, Independent Director	Mr. Virendra Sinha, Independent Director
		Ms. Rusha Mitra, Independent Director	Ms. Rusha Mitra, Independent Director
		Mr. Partha Sarathi Bhattacharyya, Independent Director	Mr. Partha Sarathi Bhattacharyya, Independent Director
		Mr. Hemant Bangur, Independent Director	Mr. Hemant Bangur, Independent Director (Appointed w.e.f 16th May, 2024)
		Mr. Marco Philippus Ardeshir Wadia Independent Director	Mr. Marco Philippus Ardeshir Wadia (Independent Director) Appointed w.e.f 30th December, 2024
		Mr. Ashok Kr. Vijay, Executive Director	Mr. Ashok Kr. Vijay, Executive Director
		Mr. U. V. Kamath Executive Director	Mr. U. V. Kamath Executive Director
		Mr. Akshay Poddar, Non-Executive, Non-Independent Director	Mr. Akshay Poddar, Non-Executive, Non-Independent Director
		--	Mr. Hemant Bhuwania CFO (Resigned w.e.f 31st March, 2025)
		Mr. Kishor Kumar Rajgaria CFO	Mr. Kishor Kumar Rajgaria CFO (Redesignated as CFO w.e.f 01st April, 2025)
		Mr. Sandeep Kumar Sultania Company Secretary	Mr. Sandeep Kumar Sultania (Appointed as Company Secretary w.e.f 01st April, 2025)
B	Companies where Director having control	SMIFS Capital Markets Ltd.	SMIFS Capital Markets Ltd.
C	Associate	Panihati Engineering Udyog Pvt. Ltd. (Formerly Known as Texmaco Engineering Udyog Pvt. Ltd.)	--
D	Joint Ventures	Touax Texmaco Railcar Leasing Pvt. Ltd. (50% of Capital held by Company)	Touax Texmaco Railcar Leasing Pvt. Ltd. (50% of Capital held by Company)

Notes on Consolidated Financial Statement

Note No. 1.38 Related Party Disclosure (Contd.)

	Relationship	Parties where control Exist 2025-26	Parties where control Exist 2024-25
		Wabtec Texmaco Rail Pvt. Ltd. (40% of Capital held by Company)	Wabtec Texmaco Rail Pvt. Ltd. (40% of Capital held by Company)
		Kalindee Cobra JV	Kalindee Cobra JV
		Kalindee Kapoor Railcon JV	Kalindee Kapoor Railcon JV
		Kalindee Karthik JV	Kalindee Karthik JV
		Kalindee VNC JV	Kalindee VNC JV
		Kalindee IF&LS JV	Kalindee IF&LS JV
		GMR TPL KRNL JV	GMR TPL KRNL JV
		Kalindee Rahee JV	Kalindee Rahee JV
		Kalindee URC JV	Kalindee URC JV
		JMC – GPT – Vijaywargi – Bright Power JV	JMC – GPT – Vijaywargi – Bright Power JV
		JMC – Vijaywargi – Bright Power JV	JMC – Vijaywargi – Bright Power JV
		Bright – Vijaywargi JV	Bright – Vijaywargi JV
		Bright – Kalindee JV	Bright – Kalindee JV
		Bright – Texmaco JV	Bright – Texmaco JV
		ISC Projects- Texmaco JV	ISC Projects- Texmaco JV
		Texmaco ASIS JV	Texmaco ASIS JV
		Tata Projects – Kalindee JV	Tata Projects – Kalindee JV
		Swatish Enterprise Ltd.	Swatish Enterprise Ltd.
		Texmaco Rahee JV	Texmaco Rahee JV
		Texmaco Rail & Engg. Ltd. & Skipper Ltd. JV	--
		Texmaco Rail & Engineering Ltd. & Spark Electrical & Projects Pvt. Ltd. JV	Texmaco Rail & Engineering Ltd. & Spark Electrical & Projects Pvt. Ltd. JV
E	**Group Company where Transaction Exists.**	Adventz Finance Pvt. Ltd.	Adventz Finance Pvt. Ltd.
		Adventz Industries India Pvt. Ltd.	--
		Master Exchange & Finance Ltd.	Master Exchange & Finance Ltd.
		Zuari Management Services Ltd.	Zuari Management Services Ltd.
		High Quality Steels Ltd.	High Quality Steels Ltd.
		Lionel India Ltd.	Lionel India Ltd.
		Lionel Edwards Ltd.	Lionel Edwards Ltd.
		Future Fuels International India Pvt Ltd.	Future Fuels International India Pvt Ltd.
		Texmaco Infrastructure & Holdings Ltd.	Texmaco Infrastructure & Holdings Ltd.
		Zuari Finserv Ltd.	Zuari Finserv Limited
		Zuari Insurance Brokers Ltd.	Zuari Insurance Brokers Ltd.
		Zuari International Ltd. (Formerly known as Zuari Investment Ltd.)	Zuari International Ltd. (Formerly known as Zuari Investment Ltd.)
		Zuari Infraworld India Ltd.	--
		Paradeep Phosphate Ltd.	Paradeep Phosphate Ltd.

Note: Panihati Engineering Udyog Private Limited ceased to be subsidiary during the year

Notes on Consolidated Financial Statement

(b) Related Party Transactions

(₹ in Lakhs)

Transactions	Other Related Party	Associate	Joint Ventures	Key Mgmt. Personnel	Grand Total	Balance outstanding as on 31/03/2026
Remuneration Paid						
Mr. Saroj Kumar Poddar	-- (--)	-- (--)	-- (--)	560.75 (489.51)	560.75 (489.51)	-- (--)
Mr. Indrajit Mookerjee	-- (--)	-- (--)	-- (--)	226.02 (177.48)	226.02 (177.48)	-- (--)
Mr. Sudipta Mukherjee	-- (--)	-- (--)	-- (--)	243.16 (201.85)	243.16 (201.85)	-- (--)
Mr. A.K. Vijay	-- (--)	-- (--)	-- (--)	128.29 (114.75)	128.29 (114.75)	-- (--)
Mr. U.V. Kamath	-- (--)	-- (--)	-- (--)	373.70 (423.93)	373.70 (423.93)	-- (--)
Mr. Kishor Kumar Rajgaria	-- (--)	-- (--)	-- (--)	111.34 (83.65)	111.34 (83.65)	-- (--)
Mr. Hemant Bhuwania	-- (--)	-- (--)	-- (--)	-- (115.78)	-- (115.78)	-- (--)
Mr. Sandeep Kumar Sultania	-- (--)	-- (--)	-- (--)	98.21 (--)	98.21 (--)	-- (--)
Mr. D.R. Kaarthikeyan (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (4.20)	-- (4.20)	-- (--)
Mr. Utsav Parekh (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	16.35 (11.90)	16.35 (11.90)	4.50 (--)
Mr. Akshay Poddar* (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (6.60)	-- (6.60)	-- (--)
Ms. Rusha Mitra (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	11.70 (6.45)	11.70 (6.45)	4.50 (--)
Mr. Partha Sarathi Bhattacharyya (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	12.75 (8.35)	12.75 (8.35)	4.50 (--)
Mr. Virendra Sinha (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	15.80 (9.35)	15.80 (9.35)	4.50 (--)
Mr. Amitabha Guha (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (4.60)	-- (4.60)	-- (--)
Mr. Marco Philippus Ardeshir Wadia (Sitting Fee & Commission)	-- (--)	-- (--)	-- (--)	8.51 (2.40)	8.51 (2.40)	4.50 (--)
Mr. Hemant Bangur (Sitting Fee & Commission)	-- (--)	-- (--)	-- (--)	13.98 (2.40)	13.98 (2.40)	4.50 (--)
Investment						
Touax Texmaco Railcar Leasing Pvt. Ltd.	-- (--)	-- (--)	-- (600.00)	-- (--)	-- (600.00)	11,759.09 (11,759.09)
Texmaco Infrastructure & Holdings Ltd.	-23.09 (305.80)	-- (--)	-- (--)	-- (--)	-23.09 (305.80)	472.33 (495.42)

* Forgo Sitting Fee & Commission

The Director Fees include ₹0.50 lakh paid to Mr. Virendra Sinha towards his attendance at a Board Meeting in his capacity as an Independent Director of Texmaco West Rail Limited, which was subsequently merged with the Company with effect from the appointed date of April 1, 2025.

Notes on Consolidated Financial Statement

(₹ in Lakhs)

Transactions	Other Related Party	Associate	Joint Ventures	Key Mgmt. Personnel	Grand Total	Balance outstanding as on 31/03/2026
Wabtec Texmaco Rail Pvt. Ltd	--	--	--	--	--	328.17
	(--)	(--)	(--)	(--)	(--)	(328.17)
Panihati Engineering Udyog Pvt. Ltd.	--	--	--	--	--	3.00
	(--)	(2.00)	(--)	(--)	(2.00)	(3.00)
Dividend Received						
Texmaco Infrastructure & Holdings Ltd.	0.73	--	--	--	0.73	--
	(0.30)	(--)	(--)	(--)	(0.30)	(--)
Wabtec Texmaco Rail Pvt. Ltd.	--	--	--	--	--	--
	(--)	(--)	(1,312.68)	(--)	(1,312.68)	(--)
Others						
Adventz Finance Pvt. Ltd. (Rent Paid)	17.35 (16.52)	-- (--)	-- (--)	-- (--)	17.35 (16.52)	-- (--)
Adventz Industries India Pvt. Ltd. (Services Received)	233.50 (--)	-- (--)	-- (--)	-- (--)	233.50 (--)	-- (--)
Adventz Industries India Pvt. Ltd. (Rent Received)	6.00 (0.00)	-- (--)	-- (--)	-- (--)	6.00 (--)	-- (--)
High Quality Steels Ltd. (Services Received)	601.51 (737.57)	-- (--)	-- (--)	-- (--)	601.51 (737.57)	-- (--)
Lionel India Ltd. (Services Received)	343.10 (236.18)	-- (--)	-- (--)	-- (--)	343.10 (236.18)	36.36 (38.03)
Lionel India Ltd. (Rent Received)	7.77 (7.54)	-- (--)	-- (--)	-- (--)	7.77 (7.54)	-- (--)
Lionel Edwards Ltd. (Services Received)	23.91 (21.43)	-- (--)	-- (--)	-- (--)	23.91 (21.43)	0.74 (4.53)
Zuari Management Services Ltd. (Services Received)	113.47 (85.75)	-- (--)	-- (--)	-- (--)	113.47 (85.75)	4.95 (6.79)
Texmaco Infrastructure & Holdings Ltd. (Rent Received)	0.83 (0.83)	-- (--)	-- (--)	-- (--)	0.83 (0.83)	-- (--)
Wabtec Texmaco Rail Pvt. Ltd. (Sale of Goods)	-- (--)	-- (--)	1,849.09 (2,100.07)	-- (--)	1,849.09 (2,100.07)	490.24 (609.39)
Wabtec Texmaco Rail Pvt. Ltd. (Purchase of Goods)	-- (--)	-- (--)	2,022.19 (1,259.10)	-- (--)	2,022.19 (1,259.10)	0.15 (291.55)
Wabtec Texmaco Rail Pvt. Ltd. (Sale of Services/Rent)	-- (--)	-- (--)	289.42 (120.56)	-- (--)	289.42 (120.56)	57.08 (0.61)
Touax Texmaco Railcar Leasing Pvt. Ltd. (Sale of Goods & Services)	-- (--)	-- (--)	275.45 (12,296.73)	-- (--)	275.45 (12,296.73)	177.00 (7,131.32)
Touax Texmaco Railcar Leasing Pvt. Ltd. (Rent & other service charge Received)	-- (--)	-- (--)	10.29 (5.74)	-- (--)	10.29 (5.74)	-- (0.44)

Notes on Consolidated Financial Statement

(₹ in Lakhs)

Transactions	Other Related Party	Associate	Joint Ventures	Key Mgmt. Personnel	Grand Total	Balance outstanding as on 31/03/2026
Touax Texmaco Railcar Leasing Pvt. Ltd. (Deposit Against Order)	-- (--)	-- (--)	2,640.00 (-2,424.80)	-- (--)	2,640.00 (-2,424.80)	2,640.00 (--)
Touax Texmaco Railcar Leasing Pvt. Ltd. (Interest receivable against CCD given)	-- (--)	-- (--)	1,183.83 (1,271.80)	-- (--)	1,183.83 (1,271.80)	420.42 (644.62)
Zuari Finserv Ltd. (Amount paid on account of Demat Charges)	-- (2.34)	-- (--)	-- (--)	-- (--)	-- (2.34)	-- (--)
SMIFS Capital Markets Ltd. (Amount paid for bonds purchased)	-- (538.94)	-- (--)	-- (--)	-- (--)	-- (538.94)	-- (--)
Fututre Fuels International Ltd. (Rent Paid)	199.47 (65.40)	-- (--)	-- (--)	-- (--)	199.47 (65.40)	-- -- -
Paradeep Phosphate Ltd. (Rent Paid)	-- (125.00)	-- (--)	-- (--)	-- (--)	-- (125.00)	-- (--)
Zuari Infraworld India Ltd. (Advance paid against Services Received)	225.00 (--)	-- (--)	-- (--)	-- (--)	225.00 (--)	225.00 (--)
Bright-Vijaywargi JV (Sale of Goods & Services)	-- (--)	-- (--)	50.53 (462.09)	-- (--)	50.53 (462.09)	13.59 (135.03)
JMC-GPT-Vijaywargi-Bright Power JV (Sale of Goods & Services)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	45.25 (45.25)
JMC-Vijaywargi-Bright Power JV (Sale of Goods & Services)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	93.28 (93.28)
Bright-Kalindee JV (Sale of Goods & Services)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	124.40 (124.40)
Bright-Texmaco JV (Sale of Goods & Services)	-- (--)	-- (--)	1,280.52 (535.98)	-- (--)	1,280.52 (535.98)	326.38 (330.74)
ISC Projects Texmaco JV (Sale of Goods & Services)	-- (--)	-- (--)	-- (147.74)	-- (--)	-- (147.74)	-- (2.87)
JMC-Vijaywargi-Bright Power JV (Amount paid on behalf of Company)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	1.15 (1.15)
JMC-GPT-Vijaywargi-Bright Power JV (Amount paid on behalf of Company)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	2.45 (2.45)
Texmaco Rail & Engineering Ltd & Spark Electrical & Projects Pvt. Ltd. JV (Sale of goods & Services)	-- (--)	-- (--)	3,178.46 (2,087.88)	-- (--)	3,178.46 (2,087.88)	664.65 (760.78)
Texmaco Rail & Engg. Ltd & Skipper Ltd. JV (Sale of Goods)	-- (--)	-- (--)	11,163.44 (--)	-- (--)	11,163.44 (--)	4,710.11 (--)
Kalindee Cobra JV (Sale of Goods)	-- (--)	-- (--)	-- (11.55)	-- (--)	-- (11.55)	551.33 (551.33)
Kalindee Cobra JV (Amount paid by the company on behalf of others)	-- (--)	-- (--)	1.53 (124.02)	-- (--)	1.53 (124.02)	101.76 (100.23)
Kalindee IL & FS JV (Sale of Goods)	-- (--)	-- (--)	38.36 (389.98)	-- (--)	38.36 (389.98)	1,013.15 (1,792.78)
Kalindee IL & FS JV (Amount paid on behalf of the company)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	1.17 (1.17)

Notes on Consolidated Financial Statement

(₹ in Lakhs)

Transactions	Other Related Party	Associate	Joint Ventures	Key Mgmt. Personnel	Grand Total	Balance outstanding as on 31/03/2026
Kalindee Kapoor Railcon JV (Sale of Goods)	-- (--)	-- (--)	-- (316.46)	-- (--)	-- (316.46)	607.98 (619.65)
Kalindee Kapoor Railcon JV (Amount paid on behalf of the company)	-- (--)	-- (--)	0.01 (7.61)	-- (--)	0.01 (7.61)	-- (--)
Kalindee Karthik JV (Sale of Goods)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	18.48 (21.99)
Kalindee Karthik JV (Amount paid on behalf of the company)	-- (--)	-- (--)	1.21 (0.90)	-- (--)	1.21 (0.90)	-- (--)
Kalindee Rahee JV (Amount Paid on behalf of the company)	-- (--)	-- (--)	-- (2.71)	-- (--)	-- (2.71)	-- (--)
Kalindee URC JV (Sale of Goods)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	96.28 (96.28)
Kalindee VNC JV (Amount paid by the company on behalf of others)	-- (--)	-- (--)	-- (2.75)	-- (--)	-- (2.75)	1,667.21 (1,667.21)
GMR TPL KRNL JV (Sale of Goods)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	516.27 (543.51)
Tata Projects-Kalindee JV (Sale of Goods)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	36.38 (36.38)
Texmaco-Rahee JV (Sale of Goods)	-- (--)	-- (--)	219.29 (729.17)	-- (--)	219.29 (729.17)	160.87 (381.70)
Texmaco-Asis JV (Sale of Goods)	-- (--)	-- (--)	707.79 (2,570.45)	-- (--)	707.79 (2,570.45)	398.88 (306.70)
Texmaco-Asis JV (Amount paid on behalf of others)	-- (--)	-- (--)	-- (58.18)	- (--)	-- (58.18)	-- (--)
Corporate Guarantee Given						
Touax Texmaco Railcar Leasing Pvt. Ltd. (Against Sale of Wagons)	-- (--)	-- (--)	104.40 (4,914.17)	-- (--)	104.40 (4,914.17)	5,018.57 (4,914.17)

Note: Figures in brackets are for previous financial year.

Notes on Consolidated Financial Statement

Note 1.39 Earnings Per Share – The Numerator and Denominator used to Calculate Basic/ Diluted Earnings Per Share

Particulars		2025-26	2024-25
Net Profit for the period from ordinary activities attributable to equity shareholders (Excluding Preference Share Dividend) – used as numerator.	₹ in Lakhs	19,514.78	24,917.76
Weighted average number of Equity shares outstanding used as denominator for Basic earnings per share.	Number	40,29,93,672	39,94,67,302
Weighted Average Number of Equity shares used on denominator for Diluted Earnings Per Share	Number	40,29,93,672	40,13,51,751
(A) Basic Earnings per share (face value of ₹ 1/- each)	₹	4.84	6.24
(B) Diluted Earnings per share (face value of ₹ 1/- each)	₹	4.84	6.21

Note No. 1.40 Principles of Consolidation

a) The consolidated financial statements include results of the subsidiaries of Texmaco Rail & Engineering Limited., consolidated in accordance with Ind AS 110' Consolidated Financial Statements'.

Name of the Company	Country of Incorporation	% Shareholding
Texmaco Nymwag Rail & Components Private Limited (Formerly Known as Belur Engineering Private Limited)	India	51%
Saira Asia Interiors Private Limited	India	51%
Texmaco Middle East DMCC	United Arab Emirates	100%
Texmaco Transtrak Private Limited	India	83.67%
Texmaco Rail Systems Private Limited	India	51%
Texmaco Defence Technologies Limited	India	100%
Belgharia Engineering Udyog Private Limited	India	100%

b) These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

All assets and liabilities have been classified as current or non – current as per the Company's normal operating cycle and other criteria set out in Schedule III (Division II) to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and realisation in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

Notes on Consolidated Financial Statement

c) Accounting policies applicable in consolidated financial statements

i) The Company combines the financial statements of the parent and its subsidiaries line adding together like items of assets, liabilities, equity, income, and expenses. Inter-company transactions, balance and unrealised gains on transactions between group companies are eliminated.

ii) Non-controlling interests in the results and equity of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Balance Sheet respectively.

iii) Investments in Associates are accounted for using the equity method of accounting, after initially being recognized at cost. Under the equity method of accounting, the investments are adjusted thereafter to recognized the Company's share of the post – acquisition profit or losses of the investee in profit and loss, and the company's share of other comprehensive income of the investee in other comprehensive income.

iv) Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries where the Company is able to control the timing of reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Note 1.41 Employee Benefits Obligation

The Company accounts for Gratuity and Leave Liability at actuarial valuation at the end of the year i.e. March 31. Accordingly, these Liabilities have been computed by the actuary as at March 31, 2026.

Defined Benefit Plans- As per Actuarial valuation as on 31st March 2026 (₹ in Lakhs)

Sl No.	Particulars	Funded Gratuity 2025-26	Funded Gratuity 2024-25	Unfunded Leave 2025-26	Unfunded Leave 2024-25
A	**Amount Recognised in Balance Sheet**				
	Present Value of defined benefit obligations	2,910.76	2,720.10	818.40	689.14
	Fair Value of Plan Assets	2,292.45	2,286.32	-	-
	Net Asset / (Liability) recognized in Balance Sheet	**(618.31)**	**(433.78)**	**(818.40)**	**(689.14)**
B	**Change in Present Value of Obligations**				
	Present Value of Obligation as at the beginning of the year	2,720.10	2,522.85	689.14	688.13
	Current Service Cost	269.19	225.25	99.59	83.18
	Interest (Income) / Cost	181.40	176.49	47.83	48.30
	Re- measurement (or Actuarial) (Gain)/Loss arising from :-	-	-	-	-
	Change in demographic assumptions	7.25	-	(0.72)	-
	Change in financial assumptions	(169.83)	61.81	(24.10)	19.09
	Experience variance (i.e. Actual experience vs. assumptions)	83.11	99.37	10.47	8.59
	Past Service Cost	235.64	-	97.15	-
	Benefits Paid	(416.10)	(365.67)	(100.96)	(158.15)
	Acquisition Adjustment	-	-	-	-
	Present Value of Obligation as at the end of the year	**2,910.76**	**2,720.10**	**818.40**	**689.14**
C	**Changes in the Fair Value of Plan Assets**		-		-
	Fair Value of Plan Assets as at the beginning of the year	2,100.65	2,322.52	-	-
	Investment Income	335.30	152.07	-	-
	Employer's Contribution	158.59	111.36	-	-
	Employee's Contribution	-	-	-	-
	Benefits paid	(304.95)	(314.25)	-	-
	Actuarial (gains) / losses	-	1.63	-	
	Return on plan assets , excluding amount recognised in net interest expense	2.86	12.99	-	-
	Fair Value of Plan Assets at the end of the year	**2,292.45**	**2,286.32**	**-**	**-**

Notes on Consolidated Financial Statement

Note 1.41 Employee Benefits Obligation (Contd.)

(₹ in Lakhs)

Sl No.	Particulars	Funded Gratuity 2025-26	Funded Gratuity 2024-25	Unfunded Leave 2025-26	Unfunded Leave 2024-25
D	**Expenses Recognised in the Income Statement**				
	Current Service Cost	425.54	225.25	152.79	75.60
	Past Service Cost	235.64	-	97.15	-
	Net Interest Cost / (Income) on the Net Defined Benefit Liability / (Asset)	31.75	24.43	47.83	41.17
	change in demographic assumptions	-	-	(0.72)	-
	change in financial assumptions	-	-	(24.10)	15.98
	experience variance (i.e. Actual experience vs assumptions)	-	-	10.47	8.59
	Re-measurement (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling	-	(11.03)	-	-
	Expenses Recognised in the Income Statement	**692.93**	**238.65**	**283.42**	**141.34**
E	**Other Comprehensive Income**				
	Actuarial (gains) / losses arising from	-		-	-
	change in demographic assumptions	7.25	-	-	-
	change in financial assumptions	(169.83)	61.81	-	(0.70)
	experience variance (i.e. Actual experience vs assumptions)	83.11	99.37	-	-
	Actuarial (gains) / losses in Plan Assets	-	(1.63)	-	-
	Return on plan assets, excluding amount recognised in net interest expense	(2.86)	(1.96)	-	-
	Components of defined benefit costs recognised in other comprehensive income	**(82.33)**	**157.59**	**-**	**(0.70)**
F	**Major categories of Plan Assets (as percentage of Total Plan Assets)**				
	Government of India securities	-	-	-	-
	State Government securities	-	-	-	-
	High quality corporate bonds	-	-	-	-
	Equity shares of listed companies	-	-	-	-
	Property	-	-	-	-
	Special Deposit Scheme	-	-	-	-
	Funds managed by Insurer	100%	100%	-	-
	Bank balance	-	-	-	-
	Other Investments	-	-	-	-
	Total	**100%**	**100%**	**-**	**-**

Notes on Consolidated Financial Statement

Note 1.41 Employee Benefits Obligation (Contd.)

G Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows:

Financial Assumptions	Gratuity		Leave	
	2026	2025	2026	2025
Discount rate (per annum)	7.16%	6.53%	7.16%	6.53%
Salary growth rate (per annum)	5.00%	5.00%	5.00%	5.00%
Demographic Assumptions	**Gratuity**		**Leave**	
	2026	**2025**	**2026**	**2025**
Mortality Rate (% of IALM 12-14)	100.00%	100%	100.00%	100%
Withdrawal rates, based on age: (per annum)				
Up to 30 years	3.00%	3.00%	3.00%	3.00%
31 - 44 years	2.00%	2.00%	2.00%	2.00%
Above 44 years	1.00%	1.00%	1.00%	1.00%
Rate of Leave Availment (per annum)	NA	NA	NA	NA
Rate of Leave Encashment during employment (P.A.)	NA	NA	NA	NA

H Sensitivity

The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are:

Particulars		Discount Rate (- / + 1%)	Salary Growth (- / + 1%)	Attrition Rate (- / + 50% of attrition rates)	Mortality Rate (- / + 10% of mortality rates)
Gratuity					
Increase/ (Decrease) in Liability	31.03.2026	(5994.42)	(5665.79)	(5779.76)	(5453.18)
Increase/ (Decrease) in Liability	31.03.2026	(157.71)	166.52	30.50	(359.78)
Increase/ (Decrease) in Liability	31.03.2025	(5,584.38)	(5,308.81)	(5,416.47)	(5,151.31)
Increase/ (Decrease) in Liability	31.03.2025	(127.99)	145.17	19.25	(285.17)
Leave					
Increase/ (Decrease) in Liability	31.03.2026	(1682.78)	(1589.86)	(1621.12)	(1497.45)
Increase/ (Decrease) in Liability	31.03.2026	(43.79)	48.96	9.27	(137.32)
Increase/ (Decrease) in Liability	31.03.2025	(1,417.45)	(1,341.25)	(1,369.42)	(1,268.58)
Increase/ (Decrease) in Liability	31.03.2025	(34.34)	41.64	6.89	(108.73)

Notes on Consolidated Financial Statement

Note 1.41 Employee Benefits Obligation (Contd.)

I The defined benefit obligations shall mature after the end of reporting period is as follows:

Expected cash flows over the next (valued on undiscounted basis):

(₹ in Lakhs)

	Gratuity		Leave	
	2026	2025	2026	2025
1 Year	576.33	798.37	222.52	194.61
2 to 5 years	1,435.15	1,078.58	297.91	215.14
6 to 10 years	1,117.49	886.23	261.58	186.19
More than 10 years	1,923.36	1,262.07	556.76	372.49

J Risk Exposure

Valuations are performed on certain basic set of pre-determined assumptions and other regulatory framework which may vary over time. Thus, the Company is exposed to various risks in providing the above gratuity benefit which are as Interest Rate risk, Liquidity Risk, Salary Escalation Risk, Demographic Risk, Regulatory Risk, Asset Liability Mismatching or Market Risk, Investment Risk etc.

Notes 1.42 Leases

The Company has taken Computers & Software on lease rental for its business operations. The agreement has a lease term of 5 years, having the option to extend the lease after the expiry of such term. The Company's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Company is restricted from assigning and subleasing the leased assets.

The Company has also taken land on lease for the purpose of its operation. The agreement for the same remain valid till FY 2086.

Set out below are the carrying amounts of Right of Use assets recognized and movement during the year.

(₹ in Lakhs)

Particulars	31.03.2026	31.03.2025
Carrying value of right of use assets at the beginning of the reporting date	2,693.53	444.75
Addition during the year	532.30	2623.22
Adjustment	(53.22)	(269.09)
Depreciation	255.00	105.35
Carrying value of right of use assets at the end of the reporting date	**2,917.61**	**2,693.53**

Set out below are the carrying amounts of lease liabilities and the movement during the year.

(₹ in Lakhs)

Particulars	31.03.2026	31.03.2025
Lease liabilities at the beginning of the reporting date	2,265.76	137.91
Addition during the year	-	2,216.11
Accretion of Interest	201.39	85.34
Rent	(295.11)	(173.60)
Closing lease liabilities	**2,172.04**	**2,265.76**
Lease liabilities included in the statement of financial position		
Short Term	130.75	120.31
Long Term	2,041.29	2,145.45

The effective interest rate for lease liabilities is 9% with maturity between 5 years.

Notes on Consolidated Financial Statement

Notes 1.42 Leases (Contd.)

Impact of Statement of profit and loss.

(₹ in Lakhs)

Particulars	31.03.2026	31.03.2025
Depreciation Expense	255.00	105.35
Interest Expenses	201.39	85.34

Impact on Statement of Cash Flows:

(₹ in Lakhs)

Particulars	31.03.2026	31.03.2025
Payment of Principal portion of Lease Liabilities	93.72	88.26
Payment of Interest portion of Lease Liabilities	201.39	85.34

Note 1.43 Value of Imports on C.I.F. Basis

(₹ in Lakhs)

Particulars	2025-26	2024-25
Raw Materials	-	1.44
Components, Spare Parts and Stores	21,734.28	51,784.75
Total	**21,734.28**	**51,786.19**

Note 1.44 Details of Inventory of Work in Progress

(₹ in Lakhs)

Particulars	2025-26	2024-25
Work-in- Process		
Freight Car Division	28,414.37	26,419.69
Infra-Rail & Green Energy	-	204.05
Total	**28,414.37**	**26,623.74**

Notes on Consolidated Financial Statement

Note 1.45 Financial Instruments

A. Accounting classification and Fair Value

(₹ in Lakhs)

31st March 2026	Carrying amount				Fair value			Total
	FVTPL	FVTOCI	Amortised Cost*	Total	Level 1	Level 2	Level 3	
Financial Assets (Long Term)								
- Investments	-	17,565.17	-	17,565.17	513.52	17,051.65	-	17,565.17
- Bank Balances	-	-	847.32	847.32	-	-	847.32	847.32
- Others	-	-	763.07	763.07	-	-	763.07	763.07
Financial Assets (Short Term)								
- Investments	19,708.85	-	-	19,708.85	19,708.85	-	-	19,708.85
- Trade Receivable	-	-	1,24,792.64	1,24,792.64	-	-	1,24,792.64	1,24,792.64
- Cash and cash equivalents	-	-	8,986.31	8,986.31	-	-	8,986.31	8,986.31
- Bank Balances & Others	-	-	14,215.24	14,215.24	-	-	14,215.24	14,215.24
- Loans & Advances	-	-	417.26	417.26	-	-	417.26	417.26
- Others	-	-	1,893.79	1,893.79	-	-	1,893.79	1,893.79
Total	**19,708.85**	**17,565.17**	**1,51,915.63**	**1,89,189.65**	**20,222.37**	**17,051.65**	**1,51,915.63**	**1,89,189.65**
Financial liabilities (Long Term)								
- Borrowings	-	-	31,771.45	31,771.45	-	-	31,771.45	31,771.45
- Lease Liabilities	-	-	2,041.29	2,041.29	-	-	2,041.29	2,041.29
Financial liabilities (Short Term)								
- Borrowings	-	-	55,527.39	55,527.39	-	-	55,527.39	55,527.39
- Lease Liabilities	-	-	130.75	130.75	-	-	130.75	130.75
- Trade Payable	-	-	60,307.13	60,307.13	-	-	60,307.13	60,307.13
- Other Financial Liabilities	-	-	4,125.40	4,125.40	-	-	4,125.40	4,125.40
Total	**-**	**-**	**1,53,903.41**	**1,53,903.41**	**-**	**-**	**1,53,903.41**	**1,53,903.41**

(₹ in Lakhs)

31st March 2025	Carrying amount				Fair value			Total
	FVTPL	FVTOCI	Amortised Cost*	Total	Level 1	Level 2	Level 3	
Financial Assets (Long Term)	-	-	-	-	-	-	-	-
- Investments	-	16,299.27	-	16,299.27	555.80	15,743.47	-	16,299.27
- Bank Balances	-	-	1,157.91	1,157.91	-	-	1,157.91	1,157.91
- Others	-	-	875.45	875.45	-	-	875.45	875.45
Financial Assets (Short Term)	-	-	-	-	-	-	-	-
- Investments	8,259.22	-	-	8,259.22	8,259.22	-	-	8,259.22
- Trade Receivable	-	-	1,36,656.77	1,36,656.77	-	-	1,36,656.77	1,36,656.77
- Cash and cash equivalents	-	-	5,701.82	5,701.82	-	-	5,701.82	5,701.82
- Bank Balances & Others	-	-	15,350.99	15,350.99	-	-	15,350.99	15,350.99
- Loans & Advances	-	-	421.47	421.47	-	-	421.47	421.47
- Others	-	-	1,586.31	1,586.31			1,586.31	1,586.31
Total	**8,259.22**	**16,299.27**	**1,61,750.73**	**1,86,309.22**	**8,815.02**	**15,743.47**	**1,61,750.73**	**1,86,309.22**
Financial liabilities (Long Term)	-	-	-	-	-	-	-	-
- Borrowings	-	-	35,606.00	35,606.00	-	-	35,606.00	35,606.00
- Lease Liabilities	-	-	2,145.45	2,145.45	-	-	2,145.45	2,145.45
Financial liabilities (Short Term)			-	-				
- Borrowings	-	-	56,935.52	56,935.52	-	-	56,935.52	56,935.52
- Lease Liabilities	-	-	120.31	120.31	-	-	120.31	120.31
- Trade Payable	-	-	63,878.73	63,878.73	-	-	63,878.73	63,878.73
- Other Financial Liabilities	-	-	3,151.71	3,151.71	-	-	3,151.71	3,151.71
Total	**-**	**-**	**1,61,837.72**	**1,61,837.72**	**-**	**-**	**1,61,837.72**	**1,61,837.72**

* The carrying value and the fair value approximates.

Notes on Consolidated Financial Statement

Note 1.46 Financial Instruments (Contd.)

B. Measurement of fair values

The table shown below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined below:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

C. Valuation techniques

The following methods and assumptions were used to estimate the fair values

1) Fair value of the cash and short term deposits, current loans and advances and other current financial liabilities, short term borrowing from banks and other financial institutions and other similar items approximate their carrying value largely due to short term maturities of these instruments.
2) Long-term receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual credit worthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.
3) The fair value of unquoted instruments, loans from banks/financial institution and other financial liabilities is estimated by discounting future cash flows using rates currently available for debt of similar terms, credit risk and remaining maturities.

Note 1.47 Tax Expense

(₹ in Lakhs)

Particulars	For the Year ended	
	31 March, 2026	**31 March, 2025**
a) Tax Expense		
Current Tax		
- Current tax on profits for the year	4,746.00	4,888.00
- Adjustments for current tax of prior periods	(390.47)	139.52
- Total current tax expense	**4,355.53**	**5,027.52**
Deferred Tax		
- Decrease/(increase) in deferred tax assets	105.87	2,370.04
- (Decrease)/increase in deferred tax liabilities	2,609.37	1,027.44
- Total deferred tax expenses/(benefit)	2,715.24	3,397.48
MAT credit entitlement	1,302.00	3,484.94
Tax Expense	**8,372.77**	**11,909.94**
b) Reconciliation of tax expenses and the accounting profit multiplied by India's tax rate		
Profit before tax	25,467.99	34,460.61
Tax at the Indian tax rate	9,689.92	10,781.73
Tax effect of amounts which are not deductible (taxable) in calculating taxable income		
- Corporate social responsibility expenditure	90.24	36.07
Tax effect of amounts which are deductible (non-taxable) in calculating taxable income		
- Income from Investment	(5.83)	(8.03)
- Income from rented property (net)	(118.31)	(106.81)
- MAT Credit/carry forward losses adjustment & Others	(591.87)	(237.97)
Tax effect of other adjustment		
- Income from Investment	79.67	104.94
- Income tax for earlier years	(390.47)	139.52
- Others	(380.58)	1,200.49
Tax Expense	**8,372.77**	**11,909.94**

Notes on Consolidated Financial Statement

Note 1.48 Information about Segment Working is given below:

(₹ in Lakhs)

Particulars	2025-26					2024-25				
	Freight Car Division	Infra Rail &Green Energy	Infra Electrical	Real Estate	Total	Freight Car Division	Infra Rail &Green Energy	Infra Electrical	Real Estate	Total
	1	2	3	4	5 (1+2+3+4)	1	2	3	4	5 (1+2+3+4)
Revenue (Net of Excise Duty and Cess)										
Net Sales	3,40,158.56	34,830.65	60,892.19	-	4,35,881.40	4,27,554.52	43,069.24	36,563.48	-	5,07,187.24
Other Operating Revenue	1,766.27	3.24	75.73	-	1,845.24	2,593.49	762.26	114.20	-	3,469.95
Total	**3,41,924.83**	**34,833.89**	**60,967.92**	**-**	**4,37,726.64**	**4,30,148.01**	**43,831.50**	**36,677.68**	**-**	**5,10,657.19**
Result										
Segment Result	28,374.20	(2,740.40)	6,593.19	(44.13)	32,182.86	38,893.16	(2,907.93)	4,443.92	--	40,429.15
Others (Net of Unallocated Expenses)					1,972.63					2,820.26
Operating Profit/(Loss)					**34,155.49**					**43,249.41**
Interest Expense					(9,918.10)					(10,332.22)
Interest Income					1,230.60					1,543.42
Total Profit/(Loss) before Tax					**25,467.99**					**34,460.61**
Provision for Current Tax					(4,746.00)					(4,888.00)
Provision for Deferred Tax					(4,017.24)					(6,882.42)
Income Tax for Earlier Year					390.47					(139.52)
Profit/(Loss) from ordinary activities					**17,095.22**					**22,550.67**
Extra ordinary items					-					-
Profit/(loss) from continuing operation					17,095.22					22,550.67
Profit/(loss) for the period from JV/Associates					2,261.86					2,337.06
Net Profit/(Loss)					**19,357.08**					**24,887.73**
Other Information										
Segment Assets	3,04,690.01	1,11,683.89	49,583.40	2,150.53	4,68,107.83	3,05,925.15	1,16,939.61	36,272.04	--	4,59,136.80
Unallocated Corporate assets					37,274.02					24,558.49
Total assets					**5,05,381.85**					**4,83,695.29**
Segment liabilities	1,47,679.70	22,574.07	27,714.58	--	1,97,968.35	1,65,035.81	25,462.59	13,475.31	--	2,03,973.71
Unallocated corporate liabilities					70,000.00					-
Total Liabilities					**2,67,968.35**					**2,03,973.71**
Capital expenditure					**19,139.90**					**56,639.69**
Depreciation					**4,704.97**					**4,314.74**
Non-cash expenses other than depreciation					**860.88**					**4,933.56**

Note : The Company operates predominantly within the geographical limits of India and accordingly secondary segments have not been considered.

Notes on Consolidated Financial Statement

Note 1.49 Information for Consolidated Financial Statements pursuant to Schedule III of the Companies Act, 2013

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in Profit or (Loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated Net Assets	Amount (Rs. in lakhs)	As % of consolidated profit or loss	Amount (Rs. in lakhs)	As % of consolidated other comprehensive income	Amount (Rs. in lakhs)	As % of total comprehensive income	Amount (Rs. in lakhs)
Parent								
Texmaco Rail & Engineering Ltd.	98.14%	233,008.08	96.60%	18,699.80	92.28%	431.30	96.50%	19,131.10
Indian Subsidiaries								
Texmaco Defence Electrification Ltd.	0.00%	1.05	0.00%	(0.36)	0.00%		0.00%	(0.36)
Belgharia Engineering Udyog Pvt. Ltd.	0.00%	0.10	0.00%	(0.31)	0.00%		0.00%	(0.31)
Texmaco Rail Systems Pvt. Ltd.	0.00%	1.38	(0.01%)	(1.13)	0.00%		(0.01%)	(1.13)
Texmaco Transtrak Pvt. Ltd.	(0.26%)	(626.81)	(0.23%)	(43.89)	0.00%		(0.22%)	(43.89)
Saira Asia Interiors Pvt. Ltd.	0.07%	155.64	(1.88%)	(362.98)	1.19%	5.54	(1.80%)	(357.44)
Texmaco Nymwag Rail & Components Pvt. Ltd.	3.27%	7,774.49	0.31%	60.83	0.00%		0.31%	60.83
Foreign Subsidiaries								
Texmaco Middle East DMCC	0.16%	383.29	(0.38%)	(72.88)	6.70%	31.33	(0.21%)	(41.55)
Non Controlling Interest in all subsidiaries								
Joint Ventures								
Touax Texmaco Railcar Leasing Pvt. Ltd.	0.00%	-	8.18%	1,582.90	0.00%	-	7.98%	1,582.90
Wabtech Texmaco Rail Pvt. Ltd.	0.00%	-	3.51%	678.57	0.00%	-	3.42%	678.57
Associate Companies								
Panihati Engineering Udyog Pvt. Ltd.	0.00%	-	0.00%	0.40	0.00%	-	0.00%	0.40
Consolidation Adjustment and Elimination	(1.38%)	(3,283.77)	(6.12%)	(1,183.88)	(0.17%)	(0.79)	(5.98%)	(1,184.67)
Total	**100.00%**	**2,37,413.50**	**100.00%**	**19,357.08**	**100.00%**	**467.38**	**100.00%**	**19,824.46**

Notes on Consolidated Financial Statement

Note 1.50 Disclosures as per Ind AS 115 "Revenue from contract with customer"

(₹ in Lakhs)

Class of Goods	Sales		Opening Stock	Closing Stock
Wagons	**2025-26**	**3,21,145.69**	**1,617.94**	**1,148.66**
	2024-25	4,03,728.31	3,362.48	1,617.94
Rail EPC	**2025-26**	**92,660.82**	**-**	**-**
	2024-25	74,655.06	-	-
Structurals	**2025-26**	**555.74**	**-**	**-**
	2024-25	2,116.51	375.58	-
Bridges	**2025-26**	**-**	**-**	**-**
	2024-25	1,103.06	46.92	-
Locomotive and its Components	**2025-26**	**-**	**-**	
	2024-25	-	-	-
Site Fabrication and Erection	**2025-26**	**1,184.44**	**-**	
	2024-25	1,758.08	-	-
Steel Castings & Ingots (Including Draft Gear 4000 Sets)	**2025-26**	**19,728.15**	**55.85**	**-**
	2024-25	20,877.35	-	55.85
Power Tiller/Reaper	**2025-26**	**-**	**-**	**-**
	2024-25	-	3.13	-
Ring Frames, Doublers and Worsted Ring Frames	**2025-26**	**-**	**-**	**-**
	2024-25	-	0.61	-
Speed Frames	**2025-26**	**-**	**-**	**-**
	2024-25	-	0.39	-
Other Sales	**2025-26**	**606.56**	**2.35**	**-**
	2024-25	2,948.87	-	2.35
Add: Other Operating Revenue / Income	**2025-26**	**1,845.24**	**-**	
	2024-25	3,469.95	-	-
Total Operating Revenue / Income from Operations	**2025-26**	**4,37,726.64**	**1,676.14**	**1,148.66**
	2024-25	5,10,657.19	3,789.11	1,676.14

Notes on Consolidated Financial Statement

Note 1.51 Other Disclosures

Other notes and disclosures to be inserted in the consolidated financial statements are similar to those of standalone financial statements of Texamco Rail & Engineering Ltd and hence have not been repeated here.

The relevant note references in the standalone financial statements are given below:

Particulars	Note Reference of standalone financial statements
Note on Provision on Contingencies	1.37
Realisable Value of Current Assets, Loans & Advances	1.39
Balance Confirmation of Debtors and Loans & Advances	1.40
Amount Remitted During the Year on Account of Dividend (As certified by the Management)	1.46
Consumption of raw material, components, stores and spares	1.48
Escalation, Insurance claim and other claims	1.49
Income in Foreign Exchange	1.50
As a part of company's risk management policy, the financial risks mainly relating to changes in the exchange rates are hedged by using a combination of forward contracts, besides the natural hedges.	1.52
Details of Income/Expense on Net Basis	1.53
Financial Risk Management Objectives and policies	1.55
Capital Management	1.56
Fair Value	1.57

There are no changes arising out of inclusion of the subsidiaries / joint ventures amounts in the above disclosures

Note 1.52 Additional Regulatory Information

1) Company has used the borrowings from banks and financial institutions for the specific purpose for which it has taken at the balance sheet date.

2) No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act,1988 (45 of 1988) and the rules made thereunder, and company has not been declared as a willful defaulter by any bank or institution or other lender.

3) To the best of the information available, the company has not entered any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act,1956

4) Company is filling monthly statement of current assets in respect of its borrowings from banks and status of agreement of quarter end statements with books are as under:

31st March 2026	Quarter-1	Quarter-2	Quarter-3	Quarter-4
Status	In Agreement	In Agreement	In Agreement	In Agreement
Reason of Material difference	NA	NA	NA	NA

5) There is no income surrendered or disclosed as income during the year in tax assessment under the Income Tax Act,1961 (such as search or survey), that has not been recorded in the books of account.

6) The Company has not received any fund from any person(s) or entity(ies), including foreign entities ("Funding Party") with the understanding (whether recorded in writing or otherwise) that the Company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the ultimate beneficiaries.

Notes on Consolidated Financial Statement

7) No funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entity ("intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security, or the like on behalf of the Ultimate Beneficiaries.

8) The Company has not traded or invested in crypto currency or virtual currency during the year.

Note 1.52 a The Government of India has consolidated 29 labour laws into four Labour Codes ("New Labour Codes"), effective from 21st November 2025, with the related rules yet to be notified. The codes, inter alia, introduce a uniform definition of wages and enhanced leave benefits.

The company has assessed the impact of these changes, resulting in an increase in gratuity and leave encashment liabilities of ₹312.53 lakhs. Considering the non-recurring nature of the impact, the incremental amount has been presented as " Impact of Labour Codes" under Exceptional Items in the statement of profit and loss for the year ended 31st March 2026.

Note 1.53 Previous year's figures have been regrouped/ rearranged/ restated/ recast wherever necessary to confirm this year's classification.

Note 1.54 Figures below ₹500/- have been omitted for rounding off, ₹500/- and above have been rounded off to the next ₹1,000/-.

In terms of our Report of even date attached herewith.
For **L. B. Jha & Co. LLP**
Chartered Accountants
Firm Registration No: 301088E / E300295

Ranjan Singh
Partner
Membership No.305423
F2/2, Gillander House
8, Netaji Subhas Road
Kolkata- 700 001
Dated: 12th May, 2026

Sandeep K. Sultania
Company Secretary

K. K. Rajgaria
C.F.O

Directors
S.K.Poddar
Utsav Parekh
Indrajit Mookerjee
Sudipta Mukherjee
A.K.Vijay

Notes


WARRANTY INSPECTION
BASE DEPOT
DUE DATE
DONE ON
INSPECTION DEPOT
DATE COMMISSIONED
UFMBS-1 CYL
CASNUB 22 HS



Texmaco
Rail & Engineering Ltd.

adventz

TEXMACO RAIL & ENGINEERING LIMITED

Belgharia, Kolkata - 700 056

An adventz group company