

31st March, 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

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

In terms of Regulation 30 read Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), we wish to inform you that the Board of Directors of the Company at its Meeting held today i.e. 31st March, 2026 *inter-alia*, considered and approved:

“Texmaco Long Term Incentive Plan (“LTIP”) Scheme” to create, offer, grant, issue and allot options exercisable into not more than **24,00,000** Equity Shares of Rs. 1/- each of the Company, subject to the approval of Shareholders as required under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Section 62 of the Companies Act, 2013 read with rules made thereunder.

In terms of the Listing Regulations read with the SEBI Circular No. SEBI/ HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated 30th January, 2026, we are furnishing herewith the details of the Scheme in **Annexure I**.

The Board Meeting commenced at 12:05 P.M. and concluded at 13:15 P.M.

Kindly take the above on record.

Yours faithfully,

For Texmaco Rail & Engineering Limited

Sandeep Kumar Sultania
Company Secretary & Compliance Officer

An adventz group company

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Annexure I

Details of Texmaco Long Term Incentive Plan (“LTIP”) Scheme pursuant to SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026

Sn	Particulars	Details
1.	Brief details of options granted;	On the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board of Directors have approved the formulation of the Texmaco Long Term Incentive Plan (“LTIP”) Scheme with the authority to grant up to 24,00,000 Options to Key Executives of the Company in one or more tranches as may be determined by the Board of Directors including Nomination and Remuneration Committee. The Plan shall be effective after the shareholders’ approval and such other regulatory/statutory approvals as may be necessary.
2.	Whether the scheme is in terms of SEBI (SBEB & SE) Regulations, 2021 (if applicable);	The scheme is in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
3.	Total number of shares covered by these options;	24,00,000 Equity Shares of the face value of Rs. 1 each fully paid-up.
4.	Pricing formula;	Exercise Price per option shall be the face value of Shares of the Company i.e., Rs. 1 (One) per share.
5.	Options vested;	Not Applicable at this stage.
6.	Time within which option may be exercised;	2 years from the date of vesting. Vesting will happen 3 years from the date of grant.
7.	Options exercised;	Not Applicable at this stage.
8.	Money realized by exercise of options;	Not Applicable at this stage.
9.	The total number of shares arising as a result of exercise of option;	Not Applicable at this stage.
10.	Options lapsed;	Not Applicable at this stage.
11.	Variation of terms of options;	Not Applicable at this stage.
12.	Brief details of significant terms;	Significant terms will be disclosed in the Explanatory Statement forming part of the Postal Ballot Notice.
13.	Subsequent changes or cancellation or exercise of such options;	Not Applicable at this stage.
14.	Diluted earnings per share pursuant to issue of equity shares on exercise of options.	Not Applicable at this stage.

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