



TEXMACO

Texmaco Rail & Engineering Ltd.

Belgharia Works

CIN No.: L29261WB1998PLC087404

GSTIN No. 19AABCT2592E1ZA

Date: 26th April, 2019

The Listing Department

*National Stock Exchange of India Ltd
Exchange Plaza*

Bandra-Kurla Complex

Bandra (E), Mumbai – 400051

Symbol – TEXRAIL

The Corporate Relation

Department

BSE Limited

P. J. Towers, Dalal Street

Fort, Mumbai – 400001

Scrip Code - 533326

The Secretary

*The Calcutta Stock
Exchange Ltd*

7, Lyons Range

Kolkata – 700001

Scrip Code - 030285

Dear Sir(s),

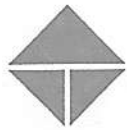
We would like to inform you that in its re-convened meeting held today, at Birla Building, Kolkata, the Board of Directors of the Company:

- (i) has taken on record, the certified copy of Order of the Hon'ble National Company Law Tribunal, Kolkata Bench, received by the Company on 23rd April, 2019, sanctioning the Scheme of Amalgamation between the Company, Texmaco Hitech Private Limited ("**Texmaco Hitech**"), Bright Power Projects (India) Private Limited ("**Bright Power**") and their respective shareholders and creditors ("**Scheme**") and has fix the Record Date as Friday, 10th May 2019 ("**Record Date**"), for determining the entitlement of the equity shareholders of Bright Power as per the Scheme to receive 818 fully paid-up equity shares of ₹ 1/- each of the Company, against every 100 fully paid-up equity shares of ₹ 10/- each of Bright Power, held by them in Bright Power as on such Record Date. In this regard, the Board authorised the Stakeholders Relationship Committee to allot equity shares of the Company to equity shareholders of Bright Power as of the Record Date in terms of the Scheme.

It may be noted here that in terms of the Scheme, (a) such equity shares of Bright Power as are held by the Company on such Record Date, shall stand cancelled; and (b) the entire share capital of Texmaco Hitech shall stand cancelled as the same is held by the Company;

- (ii) has approved issuance of equity shares of the Company by way of a rights issue to the existing shareholders of the Company for an amount not exceeding ₹ 200 Cr (Rupees Two Hundred Crore) ("**Issue**") in accordance with the provisions of the Companies Act, 2013, and rules framed thereunder, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time), and other applicable laws;
- (iii) has approved issuance of debt, quasi-debt and/or other convertible instruments for an amount not exceeding ₹ 300 Cr (Rupees Three Hundred Crore) whether by way of Foreign Currency Convertible Bonds ("**FCCBs**") and/or any other similar securities, in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993





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(as amended from time to time), and Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004 (as amended from time to time), and other applicable laws, subject to the approval of the shareholders of the Company, and necessary regulatory or other approvals.

For the purpose of giving effect to the above proposed issuance of securities, the Board has formed a Capital Issue Committee, and has authorised the said Committee to decide the structure, terms and conditions thereof, including but not limited to rights entitlement ratio, issue price, record date, timing of the issues, etc; and all other matters related thereto; and

- (iv) has approved acquisition of a steel casting foundry, located at Urla Industrial Estate, Raipur - 493221, Chhattisgarh, from Simplex Castings Limited, as a going concern on a slump sale basis, which shall result in a approx capacity addition of more than 50% for the Company.

The details in terms of the Continuous Disclosure Requirements for Listed Entities under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 are as follows:

(a) Existing capacity	30,000 MT
(b) Existing capacity utilisation	60%
(c) Proposed capacity addition	12,000 MT
(d) Period within which the proposed capacity is to be added	Immediate
(e) Investment required	₹87.50 crores (Rupees Eighty Seven Crore and Fifty Lakhs)
(f) Mode of financing	Internal and Bank loan
(g) Rationale	To complement the existing product range and to cater to increased demand pattern

The Meeting commenced at 11:00 AM and concluded at 1:45 PM.

Thanking You,

Yours faithfully,

For **Texmaco Rail & Engineering Limited**


Ravi Varma
Company Secretary

