



TEXMACO

Texmaco Rail & Engineering Ltd.

Belgharia Works

CIN No.: L29261WB1998PLC087404

GSTIN No. 19AABCT2592E1ZA

8th September, 2020

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

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

Dear Sirs,

We would like to inform you that the Board of Directors ('Board') at its Meeting held today, i.e. 8th September, 2020 has *inter-alia*, approved the following:

- i. the Un-audited Standalone & Consolidated Financial Results of the Company for the 1st Quarter ended 30th June, 2020 which are enclosed along with the Limited Review Reports from the Statutory Auditors of the Company on the aforesaid Financial Results – marked as *Annexure 'A'*.
- ii. request from Mr. U. V. Kamath (DIN: 00648897) to relieve him from the responsibility as the Executive Director of the Company due to his personal reasons and who would continue to operate as Chief Executive, Bright Power unit of the Company. The Board has accepted his request and accordingly, he ceased to be the Executive Director of the Company w.e.f. 8th September, 2020.
- iii. withdrawal of the proposal of Rights Issue as approved by the Board at its Meeting held on 26th April, 2019 in view of factors completely beyond the Company's control, i.e., the changes in the ground realities due to plummeting GDP and economy as a result of the slowdown in the world-wide economy further aggravated lately due to onset of COVID-19 pandemic resulting in the prevailing market price of the Company's Equity Shares falling much below the proposed Rights Issue price.

The Company was constantly exploring options, along with its merchant bankers, if a price revision may have been possible. However, the Company was advised that there is no set legal framework available for such price revisions. The Company also finds it impossible now to complete the Rights Issue within the old time frame, and hence has decided at its Board Meeting held today to withdraw the Record Date announced earlier for this purpose (i.e., 25th September, 2019), since any further delay in availability of funds are now adversely affecting the operations of the Company. Therefore, in the interest of future performance of the Company, it was decided not to proceed with the proposed Rights Issue in the present instance, and look for other means of funding.





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- iv. issuance of Equity Shares of the Company by way of preferential issue to Zuari Global Limited, Adventz Finance Private Limited and to Mr. Saroj Kumar Poddar, for an amount not exceeding ₹ 200 Crore (Rupees Two Hundred Crore) in accordance with the provisions of the Companies Act, 2013 and rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended from time to time), and other applicable laws;

For the purpose of giving effect to the above proposed issuance of securities, the Board has authorised its Capital Issue Committee, which was formed earlier by the Company for this purpose to decide the structure, terms and conditions thereof and all other matters related thereto;

Further to our letter dated 6th September, 2020 forwarding copy of the Annual Report and the Notice of the Annual General Meeting ('AGM'), the Company is now issuing the Addendum to the Notice of the AGM dated 17th June, 2020 to withdraw Agenda Item No. 7 as mentioned in the Special business relating to appointment of Mr. U. V. Kamath and to include the Agenda items relating to preferential issue as stated hereinabove at the Twenty-Second AGM of the Company scheduled on 30th September, 2020. A copy of addendum to the Notice of the AGM is enclosed – marked as *Annexure 'B'*.

The Meeting commenced at 4:30 p.m. and concluded at 7:20 p.m.

Thanking you,

Yours faithfully,

For **Texmaco Rail & Engineering Limited**


Ravi Varma
Company Secretary &
Compliance Officer



Sr. No.	Particulars	STANDALONE				CONSOLIDATED			
		Quarter ended			Year ended	Quarter ended			Year ended
		30-Jun-2020 (Unaudited)	31-Mar-2020 (Audited)	30-Jun-2019 (Unaudited)	31-Mar-2020 (Audited)	30-Jun-2020 (Unaudited)	31-Mar-2020 (Audited)	30-Jun-2019 (Unaudited)	31-Mar-2020 (Audited)
1	Income								
	(a) Revenue from Operations	21,841.71	43,366.44	39,208.66	1,83,179.98	21,841.71	43,368.05	39,208.66	1,83,179.98
	(b) Other Income	654.82	946.85	649.75	2,725.68	500.01	780.38	569.30	2,072.99
	Total Income	22,496.53	44,313.29	39,858.41	1,85,905.66	22,341.72	44,148.43	39,777.96	1,85,252.97
2	Expenses								
	(a) Cost of Materials Consumed	9,986.17	34,542.23	35,666.18	1,47,621.94	9,986.20	34,444.76	35,666.21	1,47,550.98
	(b) Changes in inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	9,241.95	(1,391.05)	(7,493.47)	(8,499.68)	9,241.95	(1,366.58)	(7,493.47)	(8,501.70)
	(c) Power and Fuel	656.88	1,602.24	1,882.51	7,167.10	656.88	1,602.24	1,882.51	7,167.10
	(d) Employee Benefits Expenses	2,228.48	2,849.13	3,205.20	12,776.56	2,228.48	2,868.83	3,228.43	12,796.26
	(e) Finance Costs	2,217.08	2,741.22	1,892.66	9,689.15	2,217.08	2,966.94	1,892.66	9,658.98
	(f) Depreciation and Amortisation Expenses	926.38	999.79	855.72	3,590.85	930.94	1,004.66	859.37	3,609.27
	(g) Other Expenses	1,226.87	2,284.69	2,435.17	8,438.88	1,145.14	2,263.50	2,391.81	8,179.92
3	Total Expenses	26,483.81	43,628.25	38,443.97	1,80,784.80	26,406.67	43,784.35	38,427.52	1,80,460.81
4	Profit/(Loss) before Exceptional Items & Tax (1-3)	(3,987.28)	685.04	1,414.44	5,120.86	(4,064.95)	364.08	1,350.44	4,792.16
5	Exceptional item	-	14,991.97	--	14,991.97	--	14,991.97	--	14,991.97
6	Profit/(Loss) before Tax (3-4)	(3,987.28)	(14,306.93)	1,414.44	(9,871.11)	(4,064.95)	(14,627.89)	1,350.44	(10,199.81)
	Tax Expense / benefit								
	(a) Current Tax including Tax related to earlier years	--	(377.00)	434.00	636.22	--	(376.11)	434.00	637.11
	(b) Deferred Tax charge / (credit)	(1,305.86)	(3,802.30)	22.90	(3,665.30)	(1,305.82)	(3,802.30)	22.90	(3,665.30)
	(c) MAT Entitlement	--	(258.00)	--	(258.00)	--	(257.46)	--	(257.46)
7	Net Tax Expense / benefit	(1,305.86)	(4,437.30)	456.90	(3,287.08)	(1,305.82)	(4,435.87)	456.90	(3,285.65)
8	Net Profit/(Loss) after tax (6-7)	(2,681.42)	(9,869.63)	957.54	(6,584.03)	(2,759.13)	(10,192.02)	893.54	(6,914.16)
9	Profit (Loss) for the period from JV/Associates	--	--	--	--	115.02	113.58	96.65	421.72
10	Profit/(loss) for the period Attributable to:	--	--	--	--	(2,644.11)	(10,078.44)	990.19	(6,492.44)
	Owners of the Parent	--	--	--	--	(2,643.39)	(10,075.84)	1,023.30	(6,483.02)
	Non-Controlling Interest	--	--	--	--	(0.72)	(2.60)	(33.11)	(9.42)
11	Other comprehensive income	491.36	(1,118.01)	(127.14)	(1,385.87)	491.36	(1,119.49)	(127.14)	(1,387.35)
12	Total Comprehensive Income:	(2,190.06)	(10,987.64)	830.40	(7,969.90)	(2,152.75)	(11,197.93)	863.05	(7,879.79)
	Owners of the Parent	--	--	--	--	(2,152.03)	(11,195.33)	896.16	(7,870.37)
	Non-Controlling Interest	--	--	--	--	(0.72)	(2.60)	(33.11)	(9.42)
13	Paid up Equity Share Capital (Face Value Re.1/- Per Share)	2,248.59	2,248.59	2,248.59	2,248.59	2,248.59	2,248.59	2,248.59	2,248.59
14	Other Equity				1,00,542.38				1,00,484.61
15	Earnings per Share (of Re.1/- each) (Not Annualised):								
	(a) Basic	(1.19)	(4.39)	0.43	(2.93)	(1.18)	(4.48)	0.46	(2.88)
	(b) Diluted	(1.19)	(4.39)	0.43	(2.93)	(1.18)	(4.48)	0.46	(2.88)

CIN : L29261WB1998PLC087404

Segment Revenue, Results, Assets and Liabilities

Sr. No.	Particulars	STANDALONE				CONSOLIDATED			
		Quarter ended			Year ended	Quarter ended			Year ended
		30-Jun-2020	31-Mar-2020	30-Jun-2019	31-Mar-2020	30-Jun-2020	31-Mar-2020	30-Jun-2019	31-Mar-2020
		(Unaudited)	(Audited)	(Unaudited)	(Audited)	(Unaudited)	(Audited)	(Unaudited)	(Audited)
1.	SEGMENT REVENUE (Gross)								
a)	Heavy Engg. Division	10,512.52	18,055.26	18,092.57	84,796.94	10,512.52	18,056.87	18,092.57	84,796.94
b)	Steel Foundry	2,942.28	8,857.66	7,450.66	34,781.42	2,942.28	8,857.66	7,450.66	34,781.42
c)	Rail EPC	9,703.33	21,363.39	18,131.17	82,449.14	9,703.33	21,363.39	18,131.17	82,449.14
	Total	23,158.13	48,276.31	43,674.40	2,02,027.50	23,158.13	48,277.92	43,674.40	2,02,027.50
	Less : Inter Segment Revenue	(1,316.42)	(4,909.87)	(4,465.74)	(18,847.52)	(1,316.42)	(4,909.87)	(4,465.74)	(18,847.52)
	Net Sales/Income from operation	21,841.71	43,366.44	39,208.66	1,83,179.98	21,841.71	43,368.05	39,208.66	1,83,179.98
2.	SEGMENT RESULTS								
	Profit before Interest & Tax	-	-	-	-	-	-	-	-
a)	Heavy Engg. Division	(1,611.77)	1,013.65	300.94	3,071.59	(1,531.57)	1,084.36	320.22	3,374.43
b)	Steel Foundry	(365.34)	880.68	1,009.26	4,026.80	(365.34)	880.68	1,009.26	4,026.80
c)	Rail EPC	(516.92)	406.44	1,397.22	4,231.55	(516.92)	406.44	1,397.22	4,231.55
d)	Others (Net of Un-allocated expenses)	218.13	80.97	48.77	421.13	218.13	80.97	48.77	421.13
	Total	(2,275.90)	2,381.74	2,756.19	11,751.07	(2,195.70)	2,452.45	2,775.47	12,053.91
	Add/ (Less) : Interest (Net)	(1,711.38)	(1,696.70)	(1,341.75)	(6,630.21)	(1,869.25)	(2,088.37)	(1,425.03)	(7,261.75)
	Profit before exceptional items & Tax	(3,987.28)	685.04	1,414.44	5,120.86	(4,064.95)	364.08	1,350.44	4,792.16
	Exceptional Items	--	14,991.97	--	14,991.97	--	14,991.97	--	14,991.97
	Profit before Tax	(3,987.28)	(14,306.93)	1,414.44	(9,871.11)	(4,064.95)	(14,627.89)	1,350.44	(10,199.81)
3.	SEGMENT ASSETS								
a)	Heavy Engg. Division	97,183.52	97,537.99	1,08,757.41	97,537.99	97,274.61	97,433.47	1,07,422.77	97,433.47
b)	Steel Foundry	43,879.70	46,204.23	32,017.87	46,204.23	43,879.70	46,204.23	32,017.87	46,204.23
c)	Rail EPC	1,26,409.53	1,35,121.26	1,28,671.98	1,35,121.26	1,26,409.53	1,35,121.26	1,28,671.98	1,35,121.26
d)	Others (Un-allocated)	10,708.58	9,956.39	11,848.81	9,956.39	10,682.95	10,060.98	11,734.98	10,060.98
	Total	2,78,181.33	2,88,819.87	2,81,296.06	2,88,819.87	2,78,246.79	2,88,819.94	2,79,847.59	2,88,819.94
4.	SEGMENT LIABILITIES								
a)	Heavy Engg. Division	57,912.61	58,034.10	66,314.46	58,034.10	57,997.80	58,091.94	65,182.36	58,091.94
b)	Steel Foundry	19,494.83	19,387.91	11,684.77	19,387.91	19,494.83	19,387.91	11,684.77	19,387.91
c)	Rail EPC	1,00,172.98	1,08,606.89	90,747.87	1,08,606.89	1,00,172.98	1,08,606.89	90,747.87	1,08,606.89
d)	Others (Un-allocated)	--	--	--	--	--	--	--	--
	Total	1,77,580.42	1,86,028.90	1,68,747.10	1,86,028.90	1,77,665.61	1,86,086.74	1,67,615.00	1,86,086.74


A TOTAL RAIL SOLUTION PROVIDER



Notes:

1. (i) The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their Meetings held on 8th September, 2020.
- (ii) The above Results for the current quarter ended 30th June, 2020 have been reviewed by the Statutory Auditors as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (iii) The above results for the current quarter ended 30th June, 2020, have been prepared in accordance with the Ind-AS and based on the Management certified accounts of its Subsidiaries, Associate & Joint Ventures.
2. The Board of Directors ('Board') at its Meeting held on 8th September, 2020 has reviewed the progress of Rights Issue and in view of the impracticality to open the issue prior to 24th September 2020, the Board has decided not to proceed with the Rights Issue. However, having regard to the urgency of the fund requirements of the Company, the Promoters / Promoter Group has agreed to infuse the funds to meet such requirements. The Board has approved issuance of equity shares of the Company by way of preferential issue to the Promoters / Promoter group for an amount not exceeding Rs. 200 Crs. (Rupees Two Hundred Crores).
3. The COVID-19 has unleashed a pandemic blow to the global economy, and is continuing to adversely affect the economy globally, more particularly India. This has resulted into a significant decline in economic activities. This coupled with the impact of cyclone Amphan which swathed through Bengal devastating in its wake the city of Kolkata has dented the Q1 performance of the Company. The extent to which the COVID-19 pandemic will impact the Company's results in coming quarters will depend on how soon the semblance of normalcy is restored in the country. The Company has progressively started to move towards normalcy in operations from second quarter and has taken all feasible measures to ensure continuity of operational activities in the coming quarters. The Company continues to assess on a regular basis the impact of COVID-19 pandemic on its business operations, including how it will impact its customers, vendors, etc. and taking necessary actions.

The Management has exercised its due care in concluding on significant accounting judgements and estimates, both internal and external, while preparing the financial results for the current quarter ended 30th June, 2020.

4. Previous period's figures have been re-grouped/ re-arranged wherever necessary.

Registered Office :

Belgharia, Kolkata -700 056

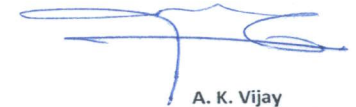
Phone No. +91-33-25691500

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Website : www.texmaco.in

Place : Kolkata

Dated : 8th September, 2020

A. K. Vijay
Executive Director

DIN: 01050842

**A TOTAL RAIL SOLUTION PROVIDER**

Ref: SAT/14R

Limited Review Report

To
The Board of Directors
Texmaco Rail & Engineering Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results of **TEXMACO RAIL & ENGINEERING LIMITED** ("the Company"), for the quarter ended June 30, 2020, in which are incorporated the returns for the quarter ended on that date reviewed by the branch auditors of the Kalindee unit,
2. This Statement, which is the responsibility of the Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to issue a report on these financial statements based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410 "Review of Interim Financial information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. **Emphasis of Matter**
In the unit not reviewed by us, the branch auditor who has reviewed the unit has drawn attention to Note 3 to the financial results which describes the uncertainties and the impact of Covid- 19 pandemic on the company's operations and results as assessed by the management. The impact of these uncertainties on the company's operations is dependent on future developments.
Our conclusion is not modified in respect of this matter.
5. Based on our review conducted as above nothing has come to our attention that causes us to believe that the accompanying statement of unaudited standalone financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For L.B. Jha & Co.,
Chartered Accountants
(Registration Number: 301088E)

(D. N. Roy)

Partner

(Membership Number 300389)
UDIN: 20300389AAAAES1945



Place : Kolkata

Date : 8th September, 2020

Ref: SA/T/14R

LIMITED REVIEW REPORT

**TO THE BOARD OF DIRECTORS OF
TEXMACO RAIL & ENGINEERING LIMITED**

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of **TEXMACO RAIL & ENGINEERING LIMITED** ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") and its share of the profit after tax and total comprehensive income of its associate and joint ventures for the for the quarter ended June 30, 2020, in which are incorporated the returns for the quarter ended on that date reviewed by the branch auditors of the Kalindee unit, being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.



4. Emphasis of Matter

In the unit not reviewed by us, the branch auditor who has reviewed the unit has drawn attention to Note 3 to the financial results which describes the uncertainties and the impact of Covid- 19 pandemic on the company's operations and results as assessed by the management. The impact of these uncertainties on the company's operations is dependent on future developments. Our conclusion is not modified in respect of this matter.

5. The Statement includes the results of the following entities:

(i)	Belur Engineering Pvt. Ltd.	Wholly Owned Subsidiary.
(ii)	Texmaco Rail System Private Limited	Subsidiary
(iii)	Texmaco Transtrak Private Limited	Subsidiary
(iv)	Texrail SA (Pty) Limited	Foreign Subsidiary
(v)	Texmaco Defence Systems Private Limited	Associate
(vi)	Touax Texmaco Railcar Leasing Pvt. Ltd.-	Joint Venture
(vii)	Wabtec Texmaco Rail Pvt. Ltd.-	Joint Venture

6. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the branch auditor referred to in paragraph 7 below, nothing has come to our attention that causes to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

7. We did not review the interim financial results of one unit included in the standalone unaudited interim financial statements whose results reflect total assets of Rs. 1,00,330.85 lakhs as at June 30, 2020 and total revenues of Rs. 7,486.60 lakhs, total net loss after tax of Rs 1746.49 lakhs, and total comprehensive loss of Rs. 1,708.80 lakhs for the quarter ended June 30, 2020 as considered in the consolidated unaudited financial results. The interim financial results of this unit has been reviewed by the branch auditor whose report has been furnished to us, and our conclusion in so far as it relates to the amounts and disclosures included in respect of this unit, is based solely on the report of such branch auditor and the procedures performed by us as stated in paragraph 3 above.

Our conclusion on the Statement is not modified in respect of the above matters.

8. The consolidated unaudited financial results includes the interim financial results of three subsidiaries which have not been reviewed by respective auditors, whose interim financial results reflect total assets of Rs.3,292.84 lakh as at June 30, 2020 and total revenue of Rs. 87.78 lakh, total net profit after tax of Rs. 3.86 lakhs and total comprehensive income of Rs. 3.86 lakhs for quarter ended June 30, 2020 as considered in the consolidated unaudited financial results. The



consolidated unaudited financial results also includes the Group's share of net profit after tax of Rs.115.02 lakh and total comprehensive income of Rs.115.02 lakhs for the quarter ended June 30, 2020 as considered in the consolidated unaudited financial results, in respect of one associate and two joint ventures based on their interim financial results which have not been subjected to reviewed by their respective auditors. According to the information and explanations given to us by the Management, these interim financial results are not material to the Group.

9. The consolidated unaudited financial results include the interim financial information of one subsidiary which is located outside India and has not been subjected to review. The financial information has been prepared in accordance with accounting principles generally accepted in the respective country and has been furnished to us by the Management. Our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this subsidiary is based solely on such unaudited financial information. According to the information and explanations given to us by the Management, this interim financial information is not material to the Group.

Our conclusion on the Statement is not modified in respect of the above matter.

Place : Kolkata
Date : 8th September , 2020



For L.B. Jha & Co.,
Chartered Accountants
(Registration Number: 301088E)

A handwritten signature in black ink, appearing to read "D.N. Roy".

(D. N. Roy)
Partner
(Membership Number 300389)
UDIN: 20300389AAAET5403

TEXMACO RAIL & ENGINEERING LIMITED

CIN: L29261WB1998PLC087404

Registered Office: Belgharia, Kolkata - 700056

Phone no: 033 2569 1500, Fax no. 033 2541 2448

Website: www.texmaco.in, Email: texrail_cs@texmaco.in

ADDENDUM TO THE NOTICE OF THE TWENTY-SECOND ANNUAL GENERAL MEETING

In addition to the Notice dated 17th June 2020 issued for calling the Twenty-Second Annual General Meeting ('AGM') of the Company scheduled to be held on **Wednesday, 30th September 2020 at 2:00 p.m.** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the businesses as set forth in the Notice of the AGM, Notice is hereby given that the said Meeting will no more consider Item No. 7 as mentioned in the Special Business since Mr. Udyavar Vittal Kamath (DIN: 00648897) has tendered his resignation from the Board of Directors ('Board') of the Company w.e.f. 8th September 2020 expressing his desire to not continue on the Board of the Company.

The said Meeting will also transact additional special businesses as Item nos. 10 and 11 for the consideration and approval of the Shareholders.

SPECIAL BUSINESS

Item no. 10

To consider and if thought fit, to pass the following Resolution as a Special Resolution: -

"RESOLVED that pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Rules framed thereunder and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('ICDR Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force), and subject to the other applicable rules, regulations and guidelines of the Securities and Exchange Board of India and/ or the stock exchanges where the Equity Shares of the Company are listed and the enabling provisions of the Memorandum and Articles of Association of the Company and requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required, the consent of the Members of the Company be and is hereby granted to the Board of Directors of the Company (hereinafter referred to as the 'Board', which

term shall be deemed to include any Committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its Committee for such purpose) to create, offer, issue and allot on a preferential basis, to Zuari Global Limited, Adventz Finance Private Limited and Mr. Saroj Kumar Poddar ('Proposed Investors'), for a total consideration of up to ₹ 200,00,00,000 (Rupees Two Hundred Crore), by way of issue up to 5,80,00,000 (Five Crore Eighty Lakhs) Equity Shares of face value ₹ 1/- (Rupee One) each ('Equity Shares') in one or more tranches for cash at a price of ₹ 31/- (Rupees Thirty One) (including a premium of ₹ 30/- per Equity Share), provided that the allotment of such Equity Shares shall be within the thresholds as stipulated under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('Takeover Regulations') and that the minimum price of Equity Shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the ICDR Regulations for preferential issue on such terms and conditions, as are stipulated in the Explanatory Statement annexed hereto and as Board may deem fit in its absolute discretion."

"FURTHER RESOLVED that in accordance with the provisions of Chapter V of the ICDR Regulations the 'Relevant Date' for the purpose of calculating the floor price for the issue of Equity Shares be and is hereby fixed as Monday, 31st August 2020 being the date 30 days prior to the date of Annual General Meeting i.e. Wednesday, 30th September 2020."

"FURTHER RESOLVED that all such Equity Shares to be issued and allotted by the Board shall be subject to the provisions of Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing Equity Shares of the Company in all respects including dividend."

"FURTHER RESOLVED that the monies to be received by the Company from the Proposed Investors towards application for subscribing to the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account opened by the Company and shall be utilised by the Company in accordance with Section 42 of the Act."

"FURTHER RESOLVED that the Equity Shares to be allotted in terms of this Resolution shall be made fully paid up at the time

of allotment and be issued in dematerialised form only and the Equity Shares so allotted shall be subject to lock-in for such period as may be prescribed under Regulations 167 and 168 of the ICDR Regulations and that the Equity Shares so offered, issued and allotted will be listed on Stock Exchanges where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals.”

“FURTHER RESOLVED that for the purpose of giving effect to the above, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarification on the offer, issue and allotment of the Equity Shares and listing of Equity Shares at the Stock Exchanges as per the terms and conditions of ICDR Regulations, Listing Regulations and other applicable guidelines, rules and regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the preferential issue if required), resolving all questions and doubt that may arise with respect to the offer, issue and allotment of Equity Shares, and to authorise all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Shareholders of the Company and that the decision of the Board in this regard shall be final and conclusive.”

“FURTHER RESOLVED that the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee or to one or more Directors or to the Company Secretary to give effect to the aforesaid Resolution.”

“FURTHER RESOLVED that all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing Resolution be and are hereby approved, ratified and confirmed in all respects.”

Item no. 11

To consider and if thought fit, to pass the following Resolution as a Special Resolution :-

“RESOLVED that pursuant to the provisions of Section 62 and Section 42 and other applicable provisions, if any, of the

Companies Act, 2013 and the Rules framed thereunder and all other applicable laws (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and subject to any permissions, sanctions and consents as may be required from any regulatory and other appropriate authorities, 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 constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its Committee for such purpose) for the renewal of unsecured loan of ₹ 79,00,00,000 (Rupees Seventy Nine Crore) availed from Mr. Saroj Kumar Poddar and Adventz Finance Private Limited (herein after referred to as the ‘Lender’) on such terms as is mutually agreed between the Company and the Lender including introduction of a right in favour of the Lender in respect of conversion of such loan into Equity Shares pursuant to a rights issue or preferential issue.”

“FURTHER RESOLVED that allotment of Equity Shares to Lender against conversion of unsecured loan shall be at the same terms and conditions as per the proposed rights issue or preferential issue, as the case may be, approved by the Board.”

“FURTHER RESOLVED that the Equity Shares so issued shall rank pari-passu with the existing Equity Shares of the Company in all respects including dividend.”

“FURTHER RESOLVED that for the purpose of giving effect to this Resolution the Board be and is hereby authorised to do all such 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 in regard to terms of issue and / or mode of allotment that may arise in regard to offer / issue, allotment and utilization of the proceeds and further to do all such acts, deeds, matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit.”

Belgharia
Kolkata – 700056
Dated: 8th September 2020

By the order of the Board
Ravi Varma
Company Secretary

NOTES:

1. As you are aware that in view of the ongoing COVID-19 pandemic and the need to ensure social distancing to avoid the spread of COVID-19, the Ministry of Corporate Affairs vide General Circular Nos. 14/2020, 17/2020, 20/2020 and 22/2020, and the Securities and Exchange Board of India (‘SEBI’) vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 have permitted the companies to conduct the Annual General Meeting (‘AGM’) through

Video Conferencing (‘VC’) or Other Audio Visual Means (‘OAVM’) during the calendar year 2020, 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. Accordingly, AGM of the Company is being conducted through VC / OAVM facility.

The Company has availed the services of M/s KFin Technologies Private Limited, who is also the Registrar & Share Transfer Agent of the Company, for providing remote e-voting facility & e-voting facility during the AGM and to conduct the AGM through VC.

- The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts relating to the business at Item nos. 10 and 11 of the Notice as set out above, is annexed hereto.

The Board of Directors of the Company have considered and decided to include these items as Special business, as they are unavoidable in nature.

- Relevant documents referred to in this Addendum to Notice of the AGM are 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.
- This Addendum to the Notice of the AGM is available along with the Notice of the AGM on the website of the Company www.texmaco.in
- All the processes, notes and instructions relating to remote e-voting and e-voting during the AGM set out for and applicable to the ensuing AGM shall mutatis-mutandis apply to the e-voting for the Resolutions proposed in this Addendum to the Notice. Furthermore, Scrutinizer appointed for the ensuing AGM will act as a Scrutinizer for the Resolutions proposed in this Addendum to the Notice.

This Addendum forms an integral part of the Notice of the AGM dated 17th June 2020.

EXPLANATORY STATEMENT:

Item No. 10

The Board of Directors of the Company ('Board') on the recommendation of the Audit Committee, at its Meeting held on 8th September 2020 has approved the proposal for raising of funds for an amount not exceeding ₹ 200,00,00,000 (Rupees Two Hundred Crore) by way of issue of up to 5,80,00,000 (Five Crore Eighty Lakhs) Equity shares having face value of ₹ 1/- (Rupee One) each. In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 ('Act') and rules framed thereunder, and in accordance with the provisions of Chapter V "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('ICDR Regulations'), the issue of Equity Shares by way of Preferential Issue requires approval of the Members by way of a Special Resolution. The Board therefore, has recommended this item for the approval of the Members as set out in the Notice, by way of a Special Resolution.

The Board has authorised the issuance and allotment of 5,80,00,000 (Five Crore Eighty Lakhs) Equity Shares at a price of ₹ 31/- (Rupees Thirty One) per Equity Share provided that the minimum price of Equity Shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the ICDR Regulations, to the Proposed Investors by way of a preferential allotment for a total consideration of ₹ 200,00,00,000 (Rupees Two Hundred Crore), subject to approval of the Shareholders of the Company.

The disclosures for the issue of Equity Shares on preferential basis made in accordance with the provisions of Section 62 of the Act and the Rules framed thereunder and the ICDR Regulations are as follows:

1.	The objects of the issue	To meet working capital requirement and general corporate purpose including repayment of debt.
2.	The total number of shares or other securities to be issued	5,80,00,000 (Five Crore Eighty Lakhs) Equity Shares of Face value of ₹ 1/- (Rupee One) each.
3.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	<ol style="list-style-type: none"> Zuari Global Limited (CIN: L65921GA1967PLC000157) Adventz Finance Private Limited (CIN: U65993WB1996PTC079012) Saroj Kumar Poddar <p>The percentage of post preferential offer capital that may be held by the aforesaid allottees is stated elsewhere in the Explanatory Statement.</p>
4.	Class or classes of persons whom the allotment is proposed to be made	Promoter / Promoter Group. Mr. Saroj Kumar Poddar is also a Director of the Company.
5.	The price or price band at which the allotment is proposed	The issue price is ₹ 31/- (Rupees Thirty One) per Equity Share provided that the minimum price of Equity Shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the ICDR Regulations.

6.	Basis on which the price has been arrived at	<p>The Equity Shares of Company are listed and frequently traded on Stock Exchanges, viz. BSE Limited and National Stock Exchange of India Limited ('NSE'). In accordance with ICDR Regulations, NSE has higher trading volume during the 26 weeks preceding the Relevant Date. Hence, for the purpose of computation of the allotment price per Equity Share, the relevant price on NSE has been considered. In terms of the applicable provisions of ICDR Regulations, the price at which Equity Shares shall be allotted shall not be less than higher of the following:</p> <p>(a) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the twenty-six (26) weeks preceding the Relevant Date; or</p> <p>(b) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the two (2) weeks preceding the Relevant Date.</p> <p>An amount of ₹ 31 (Rupees Thirty One) arrived at after calculating in the aforesaid manner has been considered as minimum issue price for the issue of Equity Shares. Since the Equity Shares of the Company have been listed on the recognised Stock Exchanges for a period of more than 26 weeks prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertaking specified under the Regulations 163 (1) (g) and 163 (1) (h) of the ICDR Regulations.</p>
7.	Relevant Date	<p>The "Relevant Date" for the offer, issue and allotment of the Equity Shares by way of a preferential issue, as per the ICDR Regulations, for determination of minimum price for the issue of said Equity Shares is Monday, 31st August 2020, (being 30 days prior to the date of passing of Special Resolution at the AGM proposed to be held on 30th September 2020, to approve the proposed preferential issue).</p>
8.	Proposal/Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer	<p>The Promoters are interested in the Resolution to the extent of their shareholding and subsequent increase in the same pursuant to the proposed allotment.</p> <p>Except the Promoter / Promoter group, Mr. Saroj Kumar Poddar and Mr. Akshay Poddar and their relatives, no other Director 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.</p>
9.	Proposed time within which the preferential issue shall be completed	<p>Under Regulation 170 of the ICDR Regulations, Preferential Allotment of the Equity Shares is required to be completed within a period of 15 (fifteen) days from the date of passing of the Special Resolution by the shareholders of the Company or within the statutory time limits prescribed by the regulatory authorities, subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.</p>
10.	Change in Control, if any, in the Company that would occur consequent to the preferential offer	<p>There shall be no change in the Management or Control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.</p>
11.	Shareholding Pattern before and after the Preferential Issue	<p>As tabulated elsewhere in the Explanatory Statement.</p>
12.	No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:	<p>Not Applicable</p>
13.	Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	<p>Not Applicable</p>

14.	Lock-in period	The Equity Shares issued pursuant to this Preferential Allotment to the Proposed Investors shall be locked-in as per Regulations 167 and 168 and other applicable provisions of ICDR Regulations.
15.	Auditor's certificate	Messrs L. B. Jha & Co., Chartered Accountants, Statutory Auditors of the Company, has issued a certificate confirming that the issue of the Equity Shares is being made in accordance with the requirements of the ICDR Regulations. A copy of the certificate is open for inspection through electronic mode from the date hereof and up to the date of the AGM.
16.	Identity of Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential Issue	<ol style="list-style-type: none"> 1. Zuari Global Limited (CIN: L65921GA1967PLC000157) Registered Office: Jai Kisaan Bhawan, Zuarinagar, Goa- 403726 2. Adventz Finance Private Limited (CIN: U65993WB1996PTC079012) Registered Office: Hongkong House, 31,B.B.D. Bagh(S), Kolkata - 700001, West Bengal. 3. Mr. Saroj Kumar Poddar, (DIN: 00008654) is the Chairman of the Adventz Group.
17.	Other Disclosures	<ol style="list-style-type: none"> a. None of the Promoter or Directors are wilful defaulter. b. The Proposed Investors have not sold any Equity Shares during the six months preceding the Relevant Date.

Shareholding of the Proposed Investors before and after the proposed Preferential Allotment:

	Pre Allotment Shareholding		Post Allotment Shareholding	
	No. of Shares	Percentage	No. of Shares	Percentage
Zuari Global Limited	1,36,09,430	6.05	7,16,09,430	25.32
Adventz Finance Private Limited				
Saroj Kumar Poddar (excluding HUF and Trusts)				
Total Promoter Shareholding	11,59,27,010	51.56	17,39,27,010	61.49

Except the Promoter / Promoter group, Mr. Saroj Kumar Poddar and Mr. Akshay Poddar and their relatives, no other Director 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.

The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 10 by way of a Special Resolution.

Item No. 11

In order to meet the financial requirements, the Company had taken loan from Mr. Saroj Kumar Poddar and Adventz Finance Private Limited ('Lender') which was approved by the Board on 8th September 2020. The Lender has requested the Board of the Company to issue Equity Shares in lieu of the unsecured loan already brought in by the Lender.

It is therefore, proposed to authorise the Board of Directors of the Company to issue and allot Equity Shares to the Lender in lieu of the loan on the same terms and conditions as applicable to all other shareholders of the Company pursuant to the proposed preferential issue as stated in item no. 10.

Pursuant to the provisions of Section 62 of the Companies Act, 2013 the above proposal requires the approval of the Members of the Company by way of a Special Resolution.

The Board of Directors recommends your approval for allotment of Equity Shares by way of preferential issue as required by Section 62 of the Companies Act, 2013.

Except Mr. Saroj Kumar Poddar, Adventz Finance Private Limited and Mr. Akshay Poddar and their relatives, no other Director 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.

The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 11 by way of a Special Resolution.