



26<sup>th</sup> July, 2023

*National Stock Exchange of India Ltd.*  
*Exchange Plaza, C-1, Block G,*  
*Bandra Kurla Complex,*  
*Bandra (E), Mumbai – 400051*  
**Symbol - TEXRAIL**

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

Dear Sirs,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of the Postal Ballot Notice dated 17<sup>th</sup> July, 2023 ('Notice') seeking approval of the Members of the Company through postal ballot by electronic means only ('remote e-voting') in relation to the business as set out in the Notice.

The Notice is being sent through electronic mode to all the Members whose names appear in the Register of Members / list of beneficial owners as received from National Securities Depository Limited / Central Depository Services (India) Limited as on **Friday, 14<sup>th</sup> July, 2023** i.e. the cut-off date fixed for the purpose of casting of votes by the Members.

In accordance with the provisions of the Companies Act, 2013 read with the relevant circulars issued by the Ministry of Corporate Affairs, the Notice is being sent through email only and accordingly, approval of the Members is being sought through remote e-voting. The Company has availed the services of M/s. KFin Technologies Limited (*formerly KFin Technologies Private Limited*), who is also the Registrar & Share Transfer Agent of the Company, for providing remote e-voting facility to the Members for exercising postal ballot. The remote e-voting period will commence at **9:00 a.m. on Thursday, 27<sup>th</sup> July, 2023** and shall end at **5:00 p.m. on Friday, 25<sup>th</sup> August, 2023**. The said e-voting facility will be disabled thereafter.

Upon completion of the scrutiny of the votes cast through remote e-voting, the results of the postal ballot will be announced on or before **Tuesday, 29<sup>th</sup> August, 2023**.

The Notice is also made available on the website of the Company at [www.texmaco.in](http://www.texmaco.in).

This is for your information and record.

Thanking you,

Yours faithfully,

For **Texmaco Rail & Engineering Limited**

K. K. Rajgaria  
Company Secretary &  
Compliance Officer



## 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](http://www.texmaco.in), Email: [texrail\\_cs@texmaco.in](mailto:texrail_cs@texmaco.in)

### POSTAL BALLOT NOTICE

#### NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Notice ('**Notice**') is hereby given pursuant to Section 110 of the Companies Act, 2013 ('**Act**') and other applicable provisions, if any, of the Act read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, General Circular No. 11/2022 issued by the Ministry of Corporate Affairs read with other circulars issued for this purpose from time to time ('**MCA Circulars**'), all other applicable rules framed under the Act, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), and the Secretarial Standards issued by the Institute of Company Secretaries of India and other applicable laws, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, to the Members of Texmaco Rail & Engineering Limited ('**Company**'), to consider and if thought fit to pass the Resolution as set out below which is proposed to be passed through postal ballot by electronic means only ('**remote e-voting**').

The proposed Resolution along with the explanatory statement pursuant to Section 102 of the Act and other applicable laws, setting out the material facts and the reasons thereof, is appended to this Notice. Only Members of the Company as on **Friday, 14<sup>th</sup> July, 2023 (i.e., the cut-off date)** are entitled to vote on the proposed Resolution, and any other person who is not a Member of the Company as of the cut-off date shall treat this Notice for information purpose only.

In compliance with the MCA Circulars, the Company is sending the Notice only in electronic form. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the Company is providing the remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The Members can vote on Resolution only through remote e-voting facility. Assent or dissent of the Members on the Resolution mentioned in the Notice would be taken only through the remote e-voting.

The Company has availed the services of M/s. KFin Technologies Limited (*formerly KFin Technologies Private Limited*), who is also the Registrar & Share Transfer Agent of the Company, for providing remote e-voting facility for exercising postal ballot.

The Board of Directors of the Company has appointed Ms. Geeta Roy Chowdhury, Practicing Company Secretary (Membership

No. F7040) as the Scrutinizer, who consented to act as such, to conduct the process of the postal ballot by electronic means, in a fair and transparent manner.

The remote e-voting period commence at **9:00 a.m. on Thursday, 27<sup>th</sup> July, 2023** and ends at **5:00 p.m. on Friday, 25<sup>th</sup> August, 2023**.

The Resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting, i.e., **Friday, 25<sup>th</sup> August, 2023**.

You are requested to peruse the proposed Resolution along with the explanatory statement and thereafter record your assent or dissent by means of remote e-voting facility, as provided by the Company.

#### SPECIAL BUSINESS:

**Item No. 1: Appointment of Mr. Sudipta Mukherjee (DIN: 06871871) as the Deputy Managing Director.**

**To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:**

"RESOLVED that pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('**Act**') and the Rules framed thereunder, and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sudipta Mukherjee (DIN: 06871871) who was appointed as an Additional Director of the Company by the Board of Directors effective 1<sup>st</sup> June, 2023 in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of the Director of the Company, be and is hereby appointed as Executive Director and designated as Deputy Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from 1<sup>st</sup> June, 2023, on such terms and conditions as approved by the Board of Directors and as stated in the Explanatory Statement annexed hereto."

Belgharia,  
Kolkata - 700056  
Dated: 17<sup>th</sup> July, 2023

By the order of the Board  
**K. K. Rajgaria**  
Company Secretary

## NOTES AND INSTRUCTIONS:

The Ministry of Corporate Affairs ('MCA') vide General Circular No. 11/2022 read with other circulars issued for this purpose from time to time ('MCA Circulars') has permitted the companies to transact items through postal ballot in accordance with the framework provided therein, in compliance with the applicable provisions of the Companies Act, 2013 ('Act') & the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

1. The Explanatory Statement pursuant to Section 102 of the Act & Rules framed thereunder in respect of the business as set out in the Notice is annexed hereto.
  2. (i) The Board of Directors of the Company has appointed Ms. Geeta Roy Chowdhury, Practicing Company Secretary as the scrutinizer to conduct the process of the postal ballot, by electronic means, in a fair and transparent manner.  
  
(ii) The Company has availed the services of M/s. KFin Technologies Limited ('KFin'), who is also the Registrar & Share Transfer Agent ('RTA') of the Company, for providing remote e-voting facility for exercising postal ballot through electronic means only.
  3. The Notice is being sent through email only and accordingly, the approval of the Members is being sought through remote e-voting. The Physical copies of the Notice along with Postal Ballot form and postage prepaid self-addressed business reply envelope are not being sent to the Members.
  4. The Notice is being sent to / published / displayed for all the Members whose names appear in the Register of Members / list of beneficial owners as received from National Securities Depository Limited ('NSDL')/ Central Depository Services (India) Limited ('CDSL') as on Friday, 14<sup>th</sup> July, 2023, in accordance with the provisions of the Act, read with the Rules framed thereunder and the framework provided under the MCA Circulars. The Notice will also be available on the website of the Company at [www.texmaco.in](http://www.texmaco.in) and the Stock Exchanges, where the equity shares of the Company are listed i.e., BSE Limited ([www.bseindia.com](http://www.bseindia.com)) & the National Stock Exchange of India Ltd. ([www.nseindia.com](http://www.nseindia.com)) and KFin at <https://evoting.kfintech.com/public/Downloads.aspx>. The Company has also made arrangements for the shareholders, who have not yet registered their email addresses to get the same registered by following the procedure as prescribed in the Notice.
  5. The procedure for registering / updating the email address for those shareholders, who have not yet registered / updated the same, is mentioned below:
    - a. Those shareholders who are holding shares in physical form and have not yet registered / updated their email address / mobile no. with the RTA / Company, are requested to visit the portal provided by the RTA at <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> to register / update their email address / mobile no.
    - b. Alternatively, shareholders may send a scanned copy of request letter providing their email address and mobile no., duly signed by the shareholder (first shareholder in case of joint shareholding) along with cancelled cheque leaf & self-attested copy of PAN card at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com).
    - c. Those shareholders who are holding shares in dematerialised form and have not registered / updated their email address / mobile no. with their Depository Participant(s), are requested to register / update their email address / mobile no. with the relevant Depository Participant(s).
- The Company has also made arrangements to publish notice in newspapers namely, Financial Express and Aajkaal informing the shareholders the aforesaid procedure to register their email address with the Depository Participant(s)/ RTA/ the Company.
6. Corporate/Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to send a certified copy of Board Resolution, Authority letter (PDF/JPG) etc., authorising their representative(s) to vote, to the Scrutinizer through e-mail at [geetaroychowdhury@gmail.com](mailto:geetaroychowdhury@gmail.com) with a copy marked to [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com).
  7. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members as on **Friday, 14<sup>th</sup> July, 2023 (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 i.e. NSDL & CDSL as on the cut-off date will be entitled to cast their votes by remote e-voting.
  8. A Member cannot exercise his vote by proxy on postal ballot. All Members are requested to cast their votes only through remote e-voting as per the procedure provided herein.

9. The Resolution passed by the Members through postal ballot shall be deemed to have been passed as if it has been passed at a duly convened general meeting of the Members.

#### 10. Remote e-voting

a. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the Company is providing the remote e-voting facility to its Members, to enable them to cast their votes on the Resolution proposed to be passed through Postal Ballot by way of electronic means.

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 9<sup>th</sup> 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.

#### E-voting Procedure for:

NSDL	CDSL
<p><b>A. NSDL IDeAS facility</b></p> <p><b>1. Shareholders who are already registered for IDeAS facility, may follow the procedure as mentioned below:</b></p> <ul style="list-style-type: none"> <li>(i) Visit the website of NSDL at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>(ii) Click on the "Beneficial Owner" icon under 'IDeAS' section.</li> <li>(iii) On the new page, enter your user ID and password.</li> <li>(iv) Post successful authentication, click on "Access to e-Voting".</li> <li>(v) Click on Company name ("Texmaco Rail &amp; 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.</li> </ul>	<p><b>A. CDSL Easi / Easiest facility</b></p> <p><b>1. Shareholders who are already registered for Easi / Easiest facility, may follow the procedure as mentioned below:</b></p> <ul style="list-style-type: none"> <li>(i) Visit the website of CDSL at <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>(ii) Navigate to "Login" option and click on "New System Myeasi".</li> </ul> <p>Alternatively, shareholders may visit at <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a></p> <ul style="list-style-type: none"> <li>(iii) Login with user ID and password.</li> <li>(iv) Shareholders will reach the e-voting page without any further authentication.</li> <li>(v) Click on e-voting service provider name (i.e. KFin) for casting the vote during the remote e-voting period.</li> </ul>
<p><b>2. Shareholders who are not registered for the IDeAS facility, may follow the procedure as mentioned below:</b></p> <ul style="list-style-type: none"> <li>(i) Visit the website of NSDL at: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>(ii) Select "Register Online for IDeAS"</li> <li>(iii) Proceed with completing the required fields.</li> <li>(iv) Post registration follow the steps as stated in point no. 1 for casting the vote during the remote e-voting period.</li> </ul>	<p><b>2. Shareholders who are not registered for the Easi/ Easiest facility, may follow the procedure as mentioned below:</b></p> <ul style="list-style-type: none"> <li>(i) To register for Easi facility visit: <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a> Alternatively, to register for Easiest facility visit: <a href="https://web.cdslindia.com/myeasinew/Registration/EasiestRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiestRegistration</a></li> <li>(ii) Proceed with completing the required fields.</li> <li>(iii) Post registration follow the steps as stated in point no. 1 for casting the vote during the remote e-voting period.</li> </ul>

NSDL	CDSL
<p><b>B. Alternatively, the Shareholders may vote through the e-voting website of NSDL by following the procedure as mentioned below:</b></p> <ul style="list-style-type: none"> <li>(i) Visit the e-voting website of NSDL at: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>(ii) Click on the icon “Login” available under ‘Shareholder / Member’ section.</li> <li>(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.</li> <li>(iv) Post successful authentication, you will be redirected to the page wherein you can see the e-voting page.</li> <li>(v) Click on Company name (“Texmaco Rail &amp; 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.</li> </ul>	<p><b>B. Alternatively, the Shareholders may vote through the e-voting website of CDSL by following the procedure as mentioned below:</b></p> <ul style="list-style-type: none"> <li>(i) Visit the website of CDSL at: <a href="https://www.cdslindia.com">https://www.cdslindia.com</a></li> <li>(ii) Navigate to e-voting section.</li> <li>(iii) Provide sixteen digit demat account number and PAN.</li> <li>(iv) The Shareholder will receive OTP on his registered Mobile No. &amp; Email address as recorded in the demat account.</li> <li>(v) Post successful authentication, Shareholder will be provided link for e-voting service provider (i.e. KFin) for casting their vote during the remote e-voting period.</li> </ul>

**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 and it will redirect to NSDL / CDSL Depository website 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
<a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 224 430	<a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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://evoting.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, system will prompt you to select the 'EVENT', 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 Resolution.
- 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, 14<sup>th</sup> July, 2023 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](https://evoting.kfintech.com), the Member may click 'FORGOT PASSWORD' and enter Folio No. / 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](mailto:einward.ris@kfintech.com) .
11. The remote e-voting period commences at **9:00 a.m. on Thursday, 27<sup>th</sup> July, 2023** and ends at **5:00 p.m. on Friday, 25<sup>th</sup> August, 2023**. During this period, Members holding equity shares of the Company either in physical form or in dematerialised form, as on the cut-off date, i.e., **Friday, 14<sup>th</sup> July, 2023** 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 Member, such Member shall not be allowed to change it subsequently.
12. All material and relevant documents referred to in the explanatory statement of this Notice are available for inspection through electronic mode only for the Members of the Company until the last date for exercising their votes through remote e-voting i.e., **Friday, 25<sup>th</sup> August, 2023**. Members seeking inspection of such documents are requested to send an email at [evoting\\_texrail@texmaco.in](mailto:evoting_texrail@texmaco.in) Any query in relation to the Resolution proposed to be passed by postal ballot may be addressed to the Company Secretary of the Company at [texrail\\_cs@texmaco.in](mailto:texrail_cs@texmaco.in).
13. 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](mailto:einward.ris@kfintech.com) or may be addressed to the Company at the e-mail ID [evoting\\_texrail@texmaco.in](mailto:evoting_texrail@texmaco.in).
14. Upon completion of the scrutiny of the votes cast through remote e-voting in a fair and transparent manner, the Scrutinizer will submit its report to the Chairman of the Company, or any person duly authorised by him. The Chairman or any Director or any other person authorised by the Chairman shall declare the results of the postal ballot as per the statutory timelines. The results of the postal ballot will be announced on or before **Tuesday, 29<sup>th</sup> August, 2023**. The results along with the Scrutinizer's report will also be posted on the websites of the Company i.e., [www.texmaco.in](http://www.texmaco.in), KFin i.e., <https://evoting.kfintech.com>, and Stock Exchanges i.e., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The Company will also display the results at its registered office. The Resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e., **Friday, 25<sup>th</sup> August, 2023**.
15. Shareholders who are not the Members of the Company as on the cut-off date shall treat this Notice for information purpose only.

## EXPLANATORY STATEMENT

Pursuant to the provisions of Section 102 of the Companies Act, 2013 & Rules framed thereunder

**Item No. 1: Appointment of Mr. Sudipta Mukherjee (DIN: 06871871) as the Deputy Managing Director.**

The Board of Directors on the recommendation of the Nomination and Remuneration Committee and subject to the approval of Shareholders, has approved the appointment of Mr. Sudipta Mukherjee as the Executive Director and designated as Deputy Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from 1<sup>st</sup> June, 2023. The Company has received a valid notice in terms of Section 160 of the Companies Act, 2013 ('Act') from a Member of the Company proposing the candidature of Mr. Mukherjee for the office of Director.

In terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), a listed entity is required to obtain the approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the Company is seeking approval of Shareholders for appointment of Mr. Mukherjee as the Deputy Managing Director of the Company by way of Postal Ballot.

The following additional information as required under Schedule V to the Act is given below:

**I. General Information**

**(i) Nature of Industry:**

The Company is, inter-alia, involved in the business of manufacturing of rolling stock, hydro mechanical equipments, steel castings, Rail EPC, bridges and other steel structures.

**(ii) Date or expected date of commencement of commercial production:**

The Company was incorporated on 25<sup>th</sup> June 1998. The Heavy Engineering and Steel Foundry businesses of the then formed Company namely, Texmaco Limited were demerged into this Company. The operation of the plants of Texmaco Limited were started in 1939.

**(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not Applicable.

**(iv) Financial performance based on given indicators – (as per audited financial statements for the year ended 31<sup>st</sup> March 2023)**

Particulars	(₹ in crores)
Gross Turnover	2243.28
Other Income	37.78
Net profit as per Statement of Profit & Loss (After Tax)	19.84

**(v) Foreign investments or collaborations, if any:**

Not Applicable

**II. Information about the appointee:**

**i. Background details:**

Mr. Sudipta Mukherjee, 48 years of age, is a qualified Post graduate in Management from Indian Institute of Social Welfare and Business Management (IIS&WBM), University of Calcutta & Fulbright Fellow in leadership and management from Carnegie Mellon University, Pittsburgh, USA. He has obtained Executive Management Certification from Tepper School of Business, USA and has undergone training in Production Management from AOTS, Japan. With around 25 years of varied corporate experience, Mr. Mukherjee effectively handled diverse roles in heading the operations of Rail Freight & Passenger Rolling Stock, Bridges, Special Defence Products, Ship Building Business, etc.

Previously, he was associated with Titagarh Rail Systems Limited (formerly Titagarh Wagons Limited) since 1998 and was designated as Whole Time Director in 2014. He has been associated with various Professional Associations including holding positions in various Committees of Industry Association & Chamber of Commerce.

**ii. Past remuneration during the financial year 31<sup>st</sup> March 2023:**

Nil

**iii. Recognition or awards:**

Stated under background details above.

**iv. Job Profile and his suitability:**

Stated under background details above.

**v. Remuneration proposed:**

Pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions read with Schedule V to the Companies Act, 2013 together with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof), Mr. Mukherjee be appointed as the Executive Director and designated as Deputy Managing Director of the Company on the following terms and conditions:

1	Salary	Rs. 5,00,000 per month
	Other Allowances (including special allowance)	Rs. 7,50,000 per month
		The above is subject to increments as may be decided by the Board of Directors from time to time subject to a yearly overall ceiling of 25% of last paid remuneration.
2	Variable Pay	Linked with performance, subject to maximum of Rs. 20,00,000 with exception, if achieved more than the agreed target.
3	Perquisites:	
	CATEGORY – A	
	a) Medical Reimbursement / Allowance	As per the Rules of the Company.
	b) Leave Travel Concession	As per the Rules of the Company.
	c) Leave	As per the Rules of the Company.
	d) Club fees	Membership fee for the club as per the Rules of the Company.
	CATEGORY – B	
	a) Contribution to Provident Fund	As per the Rules of the Company.
	b) Gratuity	As per the Rules of the Company.
	CATEGORY – C	The Company will provide owned and maintained car and fuel for office purposes.
4	In the event of the loss or inadequacy of profit in any financial year during his tenure as the Executive Director and Deputy Managing Director, the aforesaid remuneration shall be treated as minimum remuneration, subject to the provisions of Schedule V and other applicable provisions of the Act.	
5	The annual variation and increase in the remuneration of Executive Director and Deputy Managing Director shall be within the overall limits of the managerial remuneration or as prescribed under the Act read with Schedule V thereto.	

**vi. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

Taking into consideration the size of the Company, the profile of Mr. Mukherjee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

**vii. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any:**

Besides the remuneration proposed to be paid to him, Mr. Mukherjee does not have any other pecuniary

relationship with the Company or relationship with the managerial personnel or other Director.

**III. Other Information:****i. Reasons of loss or inadequate profits:**

Not Applicable

**ii. Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms:**

Not Applicable



**IV. Disclosures:**

The information and disclosures of the remuneration package of Mr. Mukherjee is as under:

Name of the Director	Designation	Salary (₹) per month	Perquisites and Allowances (₹) per month	Retirement Benefits (₹) per month
Mr. Sudipta Mukherjee	Deputy Managing Director	5,00,000	7,50,000	As per Company's Rules

Additionally, Mr. Mukherjee is entitled for variable pay which shall be linked with performance, subject to maximum of Rs. 20,00,000 with exception, if achieved more than the agreed target .

This also forms a part of disclosure as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received consent from Mr. Mukherjee to act as a Director and a declaration that he is not disqualified under Section 164 of the Act to act as such.

Mr. Mukherjee is not debarred from holding directorship by virtue of any SEBI order or any other authority.

Except Mr. Sudipta Mukherjee and his 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. 1 by way of Special Resolution.**

**Information of Director relating to Appointment for item no. 1 of the Notice.**

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

Name of the Director	Mr. Sudipta Mukherjee
Age (in years)	48
Qualification	Post graduate in Management
Date of first Appointment on the Board	1 <sup>st</sup> June 2023
Expertise in specific functional areas	Handled operations of Rail Freight & Passenger Rolling Stock, Bridges etc. with on overall experience of around 25 years.
Remuneration last drawn (₹ in Crores)	NA
Number of meetings of the Board attended during the financial year (FY 2023-24)	1 (held on 17 <sup>th</sup> July 2023)
Shareholding in the Company	Nil
Relationship with other Director / KMP in the Company	Nil
Directorship held in other Companies	Nil
Chairmanship / Membership of Committees in companies including those in the Company	Nil
Listed entities from which the Director has resigned in the past three years	1