



TEXMACO

Texmaco Rail & Engineering Ltd.

Belgharia Works

CIN No.: L29261WB1998PLC087404

GSTIN No. 19AABCT2592E1ZA

Date: 18th October, 2017

*The Corporate Relation
Department
BSE Limited,
1st Floor, P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001*

*The Listing Department
National Stock Exchange of
India Limited,
5th Floor, Exchange Plaza,
Bandra - Kurla Complex,
Bandra (E),
Mumbai – 400 051*

*The Secretary
The Calcutta Stock Exchange
Limited
7, Lyons Range,
Kolkata – 700 001*

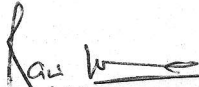
Dear Sir(s),

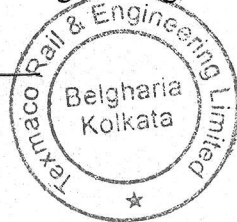
In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find a certified copy of the proceedings of the Annual General Meeting of the Company held on 16th September, 2017.

Thanking You,

Yours faithfully,

For Texmaco Rail & Engineering Limited


Ravi Varma
Company Secretary



Encl: a/a

CERTIFIED COPY OF THE MINUTES OF THE PROCEEDINGS OF THE NINETEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF TEXMACO RAIL & ENGINEERING LIMITED HELD ON SATURDAY, 16TH SEPTEMBER, 2017 AT 2.00 P.M. AND CONCLUDED AT 3.45 P.M. AT K. K. BIRLA KALA KENDRA, TEXMACO ESTATE, BELGHARIA, KOLKATA – 700 056

Present:

Mr. S. K. Poddar	Executive Chairman
Mr. A. C. Chakrabortti	Independent Director & Chairman of Audit Committee Chairman of Nomination and Remuneration Committee
Mr. D. R. Kaarthikeyan	Independent Director
Mr. Sunil Mitra	Independent Director
Mr. V. K. Sharma	Independent Director
Mr. Sabyasachi Hajara	Independent Director
Ms. Mridula Jhunjhunwala	Independent Director
Mr. D. H. Kela	Executive Director & Representative - Stakeholders Relationship Committee
Mr. Sandeep Fuller	Executive Director
Mr. A. K. Vijay	Executive Director & CFO
Mr. Ravi Varma	Company Secretary
Mr. Ramesh Maheshwari	Special Invitee

Invitee:

Messrs K. N. Gutgutia & Co., Chartered Accountants, Statutory Auditors –
Represented by Mr. K. C. Sharma, Partner.

Messrs L. B. Jha & Co., Incumbent Statutory Auditors –
Represented by Mr. D. N. Roy, Partner.

Messrs S. R. & Associates, Secretarial Auditors –
Represented by Ms. Geeta Roy Chowdhury, Partner.

Members present in person including representatives: 628

Proxy Present: 32 representing 11,73,14,900 Equity Shares

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For Texmaco Rail & Engineering Limited


Ravi Varma
Company Secretary

Mr. S. K. Poddar took the Chair.

At 2.00 P.M., the Chairman commenced the Meeting by welcoming the Members to the 19th Annual General Meeting (AGM). The Chairman announced that the requisite quorum being present, the Meeting was called to order.

The Chairman informed the Members that Mr. Akshay Poddar could not attend the Meeting due to his prior commitments.

The following documents / Registers of the Company remained open and accessible for inspection during the continuance of the Meeting:

- a) Financial Statements for the Financial Year ended 31st March, 2017 and the Directors' and Auditors' Report thereon.
- b) Register of Directors & KMP and their Shareholding.
- c) Proxy Register.
- d) Register of Contracts or Arrangements in which Directors are interested.
- e) Memorandum and Articles of Association of the Company.
- f) ESOP compliance certificate received from the Statutory Auditors of the Company as required under the SEBI (Share Based Employee Benefits) Regulations, 2014.

Thereafter, the Chairman commenced the formal agenda of the AGM and with the consent of the Members present, the Notice dated 22nd May, 2017 convening the 19th AGM & Explanatory Statement annexed thereto, the Directors' Report and the Annual Financial Statements for the financial year 2016-17 were taken as read.

The Chairman informed that the Auditors' Report does not contain qualification(s), observation(s) or comment(s) on financial transactions or matters, which have any adverse effect on the functioning of the Company. The Auditors' Report was therefore, not required to be read in the Meeting as per the provisions of Section 145 of the Companies Act, 2013.

The Chairman informed that as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules 2014, the Company had provided e-voting facility to its Shareholders to cast their votes to each of the Resolutions proposed in the AGM. The Chairman advised that those Members who had not been able to cast their votes by remote e-voting, may avail the facility of e-voting (Insta Poll) provided at the AGM venue once the Resolutions are read. He also informed that the Board of Directors had engaged the services of M/s. Karvy Computershare Private Limited to provide e-voting facility and Ms. Geeta Roy Chowdhury, a Qualified Company Secretary has been appointed as Scrutinizer to conduct the e-voting process in a fair and transparent manner. The e-voting process remained open up to the conclusion of the AGM.

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Ravi Varma
Company Secretary

The Chairman gave a briefing on the functioning of the Company, briefed the items of business before the AGM and then invited the Members (other than those present in proxy) to make comments, offer suggestions and seek clarifications, if any. Amongst others, Messrs. Priyank Kothari, Feroz Tandon, Taraknath Chakrabarty, M. L. Pareek sought details with respect to operations, investments in Subsidiary's & JV's and future prospects of the Company which were replied satisfactorily.

The Chairman thereafter, read the Resolutions as follows:

1. **As an Ordinary Resolution:**

Adoption of Audited Financial Statements including the Audited Consolidated Financial Statements of the Company, Directors' and Auditors' Report thereon for the financial year ended 31st March, 2017

“RESOLVED that the Audited Financial Statements including the Audited Consolidated Financial Statements and Report of the Directors' and Auditors' of Texmaco Rail & Engineering Limited, for the year ended 31st March, 2017 be and are hereby approved.”

2. **As an Ordinary Resolution**

Declaration of dividend on Equity Shares for the year ended 31st March, 2017

“RESOLVED that pursuant to the recommendation of the Board of Directors of the Company, dividend (without deduction of tax) on 21,96,02,843 Equity Shares of ₹ 1/- each @ ₹ 0.25 per share (25%) aggregating to ₹ 549.01 Lacs for the financial year ended 31st March, 2017, be and is hereby declared out of the current year's profit of the Company to those Shareholders whose names appear on the Register of Members as on 16th September, 2017 and that the Dividend warrants be posted within 30 days hereof.”

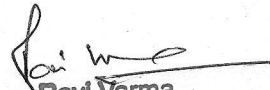
3. **As an Ordinary Resolution**

Re-appointment of Mr. A. K. Vijay, Executive Director, who retires by rotation and offers himself for re-election

“RESOLVED that Mr. A. K. Vijay (DIN: 01103278), Executive Director, retiring by rotation and offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

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For Texmaco Rail & Engineering Limited


Ravi Varma
Company Secretary

4. **As an Ordinary Resolution**

Appointment of Messrs L. B. Jha & Co., Chartered Accountants, as the Statutory Auditors and fixing their remuneration

“RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, including any statutory modification(s) or re-enactment thereof, Messrs L. B. Jha & Co., Chartered Accountants (Registration No. 301088E), be and are hereby appointed as the Statutory Auditors of the Company, to hold such office from the conclusion of this Annual General Meeting till the conclusion of the 24th Annual General Meeting to conduct the audit at a remuneration as may be decided by the Board of Directors of the Company.”

5. **As an Ordinary Resolution**

Appointment of Messrs S. S. Kothari Mehta & Co., Chartered Accountants, as the Branch Auditors and fixing their remuneration

“RESOLVED that pursuant to the provisions of Section 143(8) and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, including any statutory modification(s) or re-enactment thereof, Messrs S. S. Kothari Mehta & Co., Chartered Accountants (Registration No. 000756N), be and are hereby appointed as the Branch Auditors for the Company’s Rail EPC Business unit – ‘Kalindee Rail Nirman’, to hold such office from the conclusion of this Annual General Meeting till the conclusion of the 24th Annual General Meeting to conduct the Branch audit at a remuneration as may be decided by the Board of Directors of the Company.”

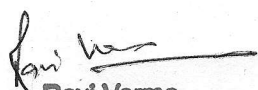
6. **As an Ordinary Resolution**

Ratification of remuneration to be paid to Messrs DGM & Associates, Cost Auditors, for the year ending 31st March, 2018

“RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder including any statutory modification(s) or re-enactment thereof, the Cost Auditors, Messrs DGM & Associates, Cost Accountants, (ICMA Registration No. 000038) appointed by the Board

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Company Secretary

of Directors of the Company, to conduct the Audit of the Cost Records of the Company for the financial year ending 31st March, 2018, be paid the remuneration as decided by the Board of Directors of the Company and as stated in the Explanatory Statement.”

7. **As a Special Resolution**

Re-appointment of Ms. Mridula Jhunjunwala as an Independent Director

“RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (Act) and the Rules framed thereunder, including any statutory modification(s) or re-enactment thereof, Ms Mridula Jhunjunwala (DIN: 05339373) be re-appointed to the Board of Directors as an Independent Director of the Company for a period of 3 (Three) years with effect from 20th March 2018.”

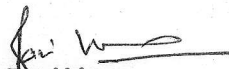
8. **As a Special Resolution**

Approval for the terms of re-appointment of Mr. A. K. Vijay as the Executive Director

“RESOLVED that pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder including any statutory modification(s) or re-enactment thereof, the Company hereby approves the re-appointment of Mr Ashok Kumar Vijay (DIN: 01103278) as the Executive Director of the Company for a period of 5 (Five) years with effect from 1st January 2018, liable to retire by rotation and on such terms and conditions as approved by the Board of Directors and as stated in the Explanatory Statement.”

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For Texmaco Rail & Engineering Limited


Ravi Varma
Company Secretary

9. **As a Special Resolution**

Approval for payment of remuneration to the Executive Chairman for the year ended 31st March, 2017 in excess of the limits prescribed under the Companies Act, 2013

“RESOLVED that pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 (Act) and the Rules framed thereunder including any statutory modification(s) or re-enactment thereof, and subject to the approval of the Central Government, the Members of the Company do hereby approve the remuneration paid in excess of the limits prescribed under the provisions of the Act read with Schedule V of the Act, to the Executive Chairman for the financial year ended 31st March 2017, being the remuneration agreed to be paid to him in normal course.”

The Chairman thereafter announced that the combined Results of remote e-voting and Insta Poll would be available on the website of the Company and also on the website of Stock Exchanges within 48 hours. The brief of consolidated results declared based on Scrutinizers' Report dated 16th September, 2017 is enclosed to the Minutes.

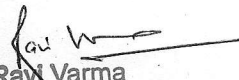
Vote of Thanks

There being no other business, the Meeting concluded with a vote of thanks to the Chair.

Sd/-
Chairman

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For Texmaco Rail & Engineering Limited


Raj Varma
Company Secretary


Annexure

Consolidated Results as per Scrutinizers' Report dated 16th September, 2017 is as follows:

Resolution No.	Particulars	Votes in favour (%)	Votes Against (%)	Votes abstain (%)
1	Adoption of Audited Financial Statements including the Audited Consolidated Financial Statements of the Company, Directors' and Auditors' Report thereon for the financial year ended 31 st March, 2017	100	0	0
2	Declaration of dividend on Equity Shares for the year ended 31 st March, 2017	100	0	0
3	Re-appointment of Mr. A. K. Vijay, Executive Director, who retires by rotation and offers himself for re-election	100	0	0
4	Appointment of Messrs L. B. Jha & Co., Chartered Accountants, as the Statutory Auditors and fixing their remuneration	100	0	0
5	Appointment of Messrs S. S. Kothari Mehta & Co., Chartered Accountants, as the Branch Auditors and fixing their remuneration	100	0	0
6	Ratification of remuneration to be paid to Messrs DGM & Associates, Cost Auditors, for the year ending 31 st March, 2018	100	0	0
7	Re-appointment of Ms. Mridula Jhunjhunwala as an Independent Director	100	0	0
8	Approval for the terms of re-appointment of Mr. A. K. Vijay as the Executive Director	99.61	0.39	0
9	Approval for payment of remuneration to the Executive Chairman for the year ended 31 st March, 2017 in excess of the limits prescribed under the Companies Act, 2013	92.60	7.40	0

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For Texmaco Rail & Engineering Limited


Ravi Varma
Company Secretary