



TEXMACO

Texmaco Rail & Engineering Ltd.

Belgharia Works

CIN L29261WB1998PLC087404

Date: 22nd May, 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*

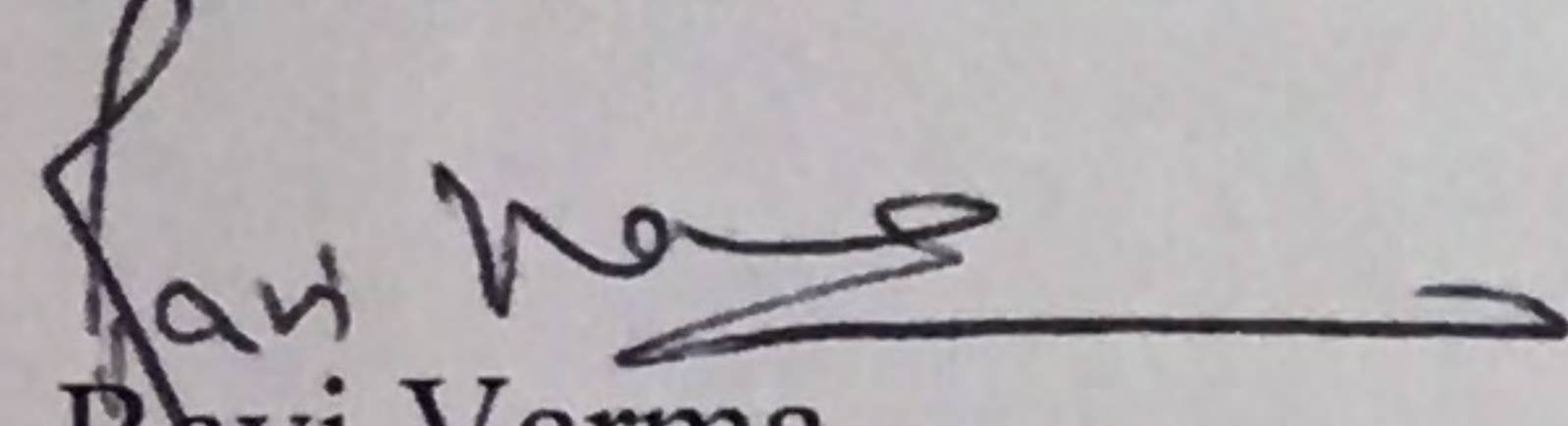
Dear Sir(s),

We are enclosing herewith a copy of Press Release along with the Audited Financial Results (Standalone and Consolidated) of the Company for the Quarter and Year ended 31st March, 2017.

Thanking You,

Yours Faithfully,

For Texmaco Rail & Engineering Limited


Ravi Varma

Company Secretary

Encl: a/a



TEXMACO

Texmaco Rail & Engineering Ltd.

Belgharia Works

CIN L29261WB1998PLC087404

TEXMACO RAIL & ENGINEERING LIMITED

Financial Results for FY 17

Press Release

Texmaco Rail & Engineering Limited, a 'ADVENTZ' Group Company, has reported its standalone and consolidated annual working Results for FY17 at its Board Meeting held on 22nd May 2017. This is the first year post merger of Kalindee Rail with the company. The total order book of the company including its subsidiaries stands at Rs. 3950 crore.

The Company (*Standalone*) has shown a net profit of Rs.33.57 crore as against Rs.27.20 crore in FY16.

The Directors have recommended a dividend of 25% on the Equity Shares of the Company.

The Company's Heavy Engineering Division's performance for the year has been adversely impacted due to low off-take of Rolling Stock from Indian Railways. With the continuing low ordering and unremunerated prices of wagons offered by the IR over the past couple of years, the Company is concentrating in the Non-IR wagon segment. During the year, it has executed a sizeable wagon order of 964 Nos. for Non-IR segment.

A redeeming feature, however, is that, Indian Railways have planned to off load retrofitment jobs of Passenger coaches to private sector which would augur well for the Company in view of its ideal infrastructure facilities for undertaking such jobs.

In Rail segment, it is encouraging that Locomotives Division has built up an order book of Rs. 564 crore approx. with orders from Alstom, CLW and DLW.

The performance of HME Division, which has suffered due to its two major projects remaining suspended for greater part of the year, is looking up with the deliveries against the projects, restarting from the fourth quarter of the year. The Division has an order book of Rs.380 crore approx.

The Bridges Division of the Company has successfully completed the supply and erection of 102 Mtr.span bridge over the river Meghna in Bangladesh, earning laudable credentials in the field of Metal Bridges.

The Steel Foundry Division is gaining ground in the export market for its products. The export for the year showed an improved performance of Rs. 45 crore against Rs. 29 crore in last year. The domestic market is however, stagnant due to poor off take of wagons by Railways.

The Rail EPC Division, Kalindee Rail, has achieved a higher turnover of Rs.457 crore during the year, and post merger, it is now expected to grow at a faster pace. The Division's present order book is Rs. 2100 crore, and the Division is now expanding its footprints in offshore market too. With Railways focus on modernizing and expanding its infrastructure, the Division has an exciting future.

Regd. Office & Works : BELGHARIA, KOLKATA 700 056. INDIA • Ph : 2569 1500 • Fax : 91 (33) 2541 2448 / 3517
E-mail : texmail@texmaco.in • Website : www.texmaco.in



**TEXMACO**

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Further importantly, with the acquisition of Bright Power, a subsidiary, Texmaco is now well placed in rail infrastructure segment, a fast expanding opportunity and looks forward to leveraging its strength by building technical partnerships with global players. During the year Bright Power has achieved a turnover of Rs.178 crore against Rs.109 crore previous year.

Texmaco Hi-Tech Private Limited, a wholly owned Subsidiary, which has been struggling post UGL's withdrawal as the plant was specifically set up to meet Australian market requirement, has now been successful in securing a prestigious long term order for Marhora Loco Project to be supplied over a period of 10 years. It further expects another long term order for Madhepura Project from a multi-national firm.

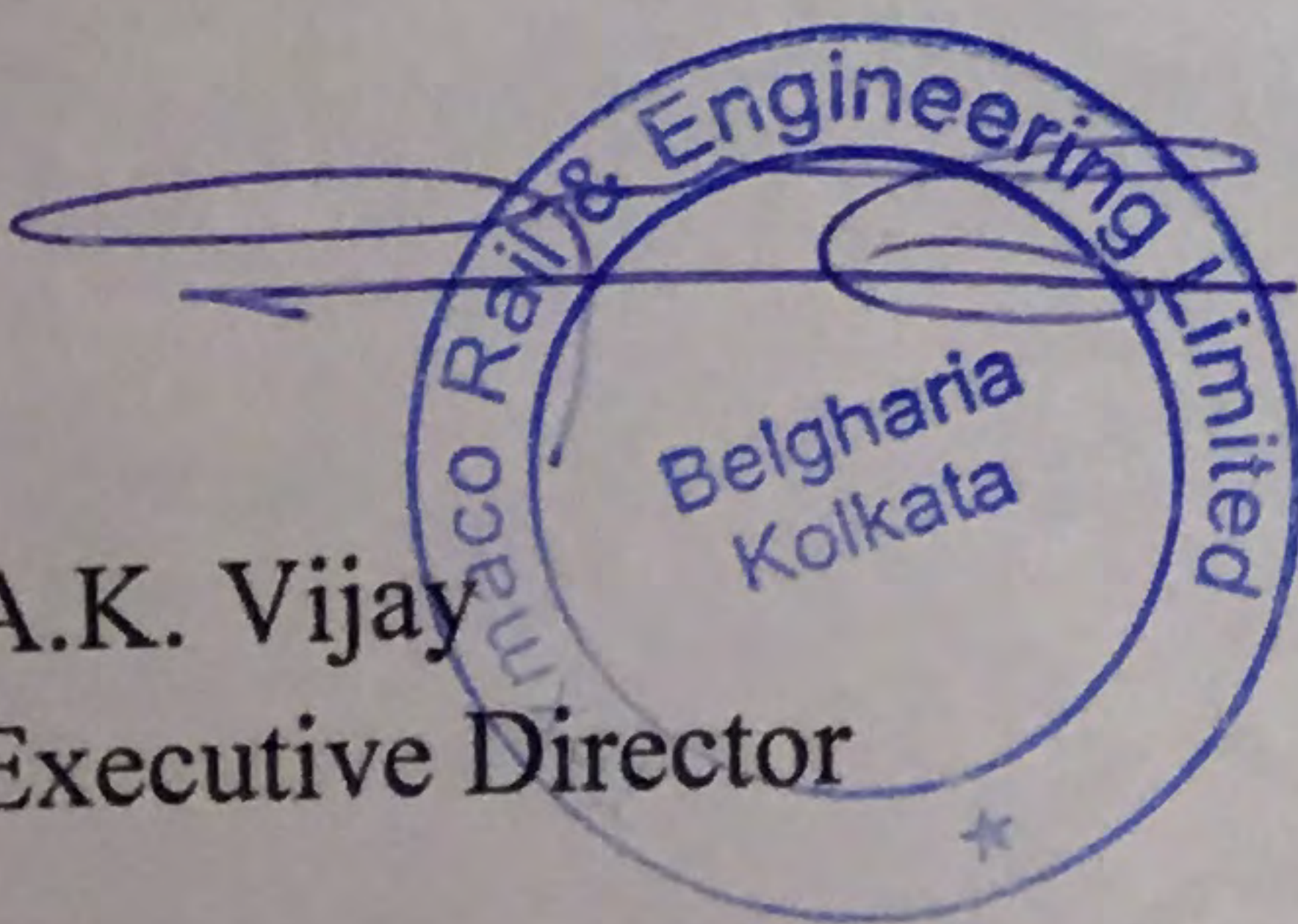
On JV fronts, Touax Texmaco has already supplied over 300 wagons on leasing to the industry. Presently, it has firm orders for leasing of 2 rakes and expects to supply 300/400 wagons on leasing in FY 18.

The performance of Wabtec Texmaco JV is promising. The construction of new JV facility has started at Texmaco, Belgharia, and the JV will relocate its facility at the new site by March 2018.

Under the 'Make in India' thrust of the GoI, being pushed and monitored by the PMO, tremendous opportunities have been thrown up for the Indian corporates in the Defence Sector. Texmaco in its bid to enter this high potential field has made prestigious tie-ups with Rosoboron, a Russian giant and other global powers and inducted knowledgeable professionals to help it join the big league towards meeting the Defence requirements of the country. This is, of course, a long haul venture, but the company expects to make its mark progressively.

The Company has incorporated a wholly owned subsidiary, Belur Engineering Pvt. Ltd. to supplement its engineering business. It has acquired a land of approx. 5 acres at Sodepur to expand its business in new segments i.e. Bridges and Heavy Engineering Structures.

A.K. Vijay
Executive Director



Date : 22.05.2017



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Date: 22nd May, 2017

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Department
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1st Floor, P. J. Towers,
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*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),

We are enclosing herewith a Copy of the Audited Financial Results (Standalone and Consolidated) of the Company for the Quarter and Year ended 31st March, 2017 as approved by the Board of Directors at its Meeting held today, along with the Auditors' Report (Standalone and Consolidated) of the Company on the said Financial Results.

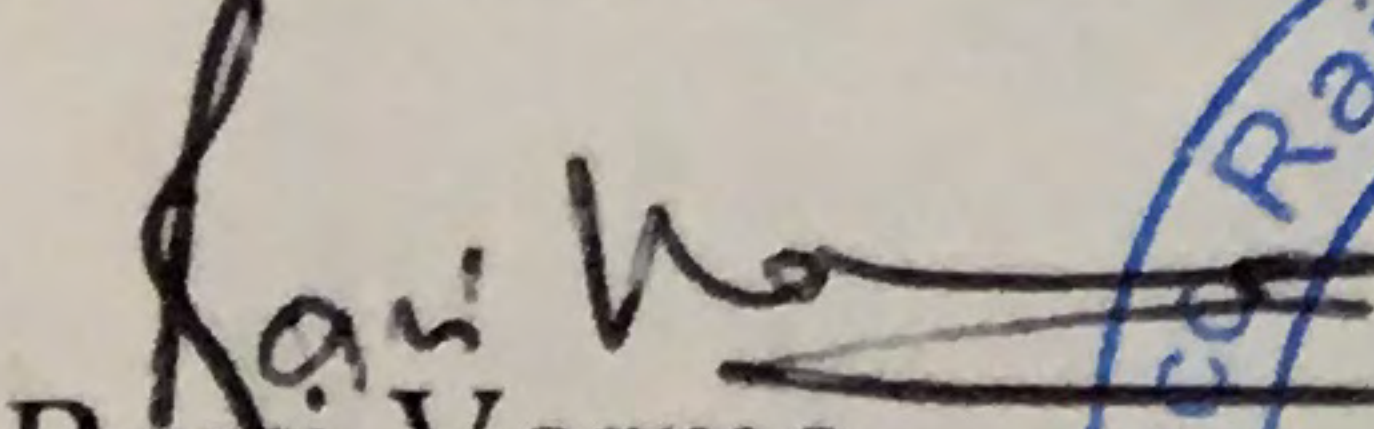
Further, Directors at their Meeting, *inter alia*, have recommended a Dividend of 25% i.e. ₹ 0.25 per fully paid up Equity Shares of ₹ 1 each. The Dividend on Equity Share, on approval at the Annual General Meeting is expected to be credited / dispatched to the members around end September, 2017.

The Meeting Commenced at 12 Noon and concluded at 3:00 P. M.

Thanking You,

Yours Faithfully,

For Texmaco Rail & Engineering Limited


Ravi Varma
Company Secretary



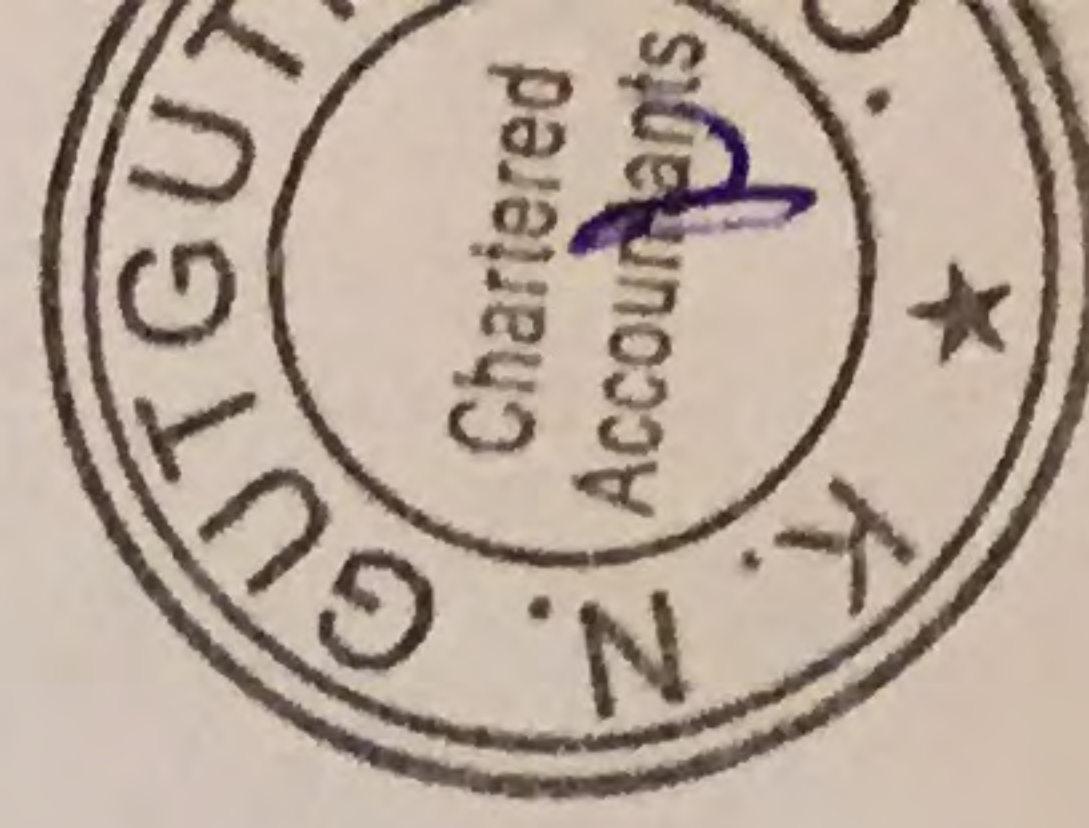
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TEXMACO RAIL & ENGINEERING LIMITED
 Statement of standalone Audited Financial Results
 For the quarter and year ended 31st March, 2017

₹ in Lakhs

Sr. No.	Particulars	STANDALONE				CONSOLIDATED	
		Quarter ended		Year ended		Year ended	
		31-Mar-2017 (Unaudited)	31-Dec-2016 (Unaudited)	31-Mar-2016 (Unaudited)	31-Mar-2017 (Audited)	31-Mar-2016 (Audited)	31-Mar-2017 (Audited)
1	Income from Operations						
	(a) Revenue from Operations	28,597.02	26,491.20	38,062.73	1,18,815.30	1,13,091.93	1,15,669.38
	(b) Other Income	647.34	1,136.06	1,174.24	4,730.61	4,492.58	4,416.74
	Total Income	29,244.36	27,627.26	39,236.97	1,23,545.91	1,17,584.51	1,20,086.12
2	Expenses						
	(a) Cost of Materials Consumed	20,699.73	19,927.61	27,279.26	85,150.96	89,268.76	90,728.98
	(b) Purchases of Stock-in-Trade	--	--	--	--	--	--
	(c) Changes in inventories of Finished Goods, in-Progress and Stock-in-Trade	1,898.59	325.91	1,945.35	7,051.63	(3,651.44)	(3,668.48)
	(d) Power and Fuel	1,187.66	1,186.47	1,186.29	4,735.08	4,454.74	4,569.71
	(e) Employee Benefits Expenses	1,884.62	2,076.94	1,909.60	8,002.78	7,742.63	8,177.12
	(f) Excise Duty	650.39	720.34	1,452.57	3,362.82	5,427.64	5,427.64
	(g) Finance Costs	956.26	1,257.77	1,005.87	4,751.53	4,698.65	4,957.25
	(h) Depreciation and Amortisation Expenses	414.01	431.31	383.79	1,615.90	1,454.74	1,748.60
	(i) Other Expenses	966.26	1,123.15	1,418.22	4,673.75	4,774.52	5,442.97
3	Total Expenses	28,657.52	27,049.50	36,580.95	1,19,344.45	1,14,170.24	1,17,383.79
4	Profit/(Loss) before Exceptional Items & Tax (1-3)	586.84	577.76	2,656.02	4,201.46	3,414.27	2,702.33
5	Exceptional item	--	--	--	--	--	--
6	Profit/(Loss) before Tax (3-4)	586.84	577.76	2,656.02	4,201.46	3,414.27	2,702.33
	Tax Expense / benefit						
	(a) Current Tax including Tax related to earlier years	361.20	250.00	515.36	1,169.73	515.36	588.61
	(b) Deferred Tax charge / (credit)	(226.57)	442.00	322.89	215.43	322.89	325.37
	(c) MAT Entitlement	(141.00)	(400.00)	(144.44)	(541.00)	(144.44)	(144.44)
7	Net Tax Expense / benefit	(6.37)	292.00	693.81	844.16	693.81	769.54
8	Net Profit/(Loss) after tax (6-7)	593.21	285.76	1,962.21	3,357.30	2,720.46	1,932.79
9	Profit (Loss) for the period from JV/Associates	--	--	--	--	--	28.95
10	Profit/(loss) for the period Attributable to:						
	Owners of the Parent	--	--	--	--	--	2,937.54
	Non-Controlling Interest	--	--	--	--	--	1,896.44
11	Total Other comprehensive income	84.92	164.97	(288.03)	526.15	(169.02)	65.30
12	Total Comprehensive Income:	678.13	450.73	1,674.18	3,883.45	2,551.44	1,802.41
	Owners of the Parent	--	--	--	--	--	1,735.43
	Non-Controlling Interest	--	--	--	--	--	66.98
13	Paid up Equity Share Capital (Face Value Rs.1/- Per Share)	2,194.15	2,102.84	2,102.84	2,194.15	2,102.84	2,102.84
14	Earnings per Share (of Re.1/- each) (Not Annualised):						
	(a) Basic	0.27	0.14	0.93	1.84	1.21	0.92
	(b) Diluted	0.27	0.13	0.92	1.83	1.20	0.92

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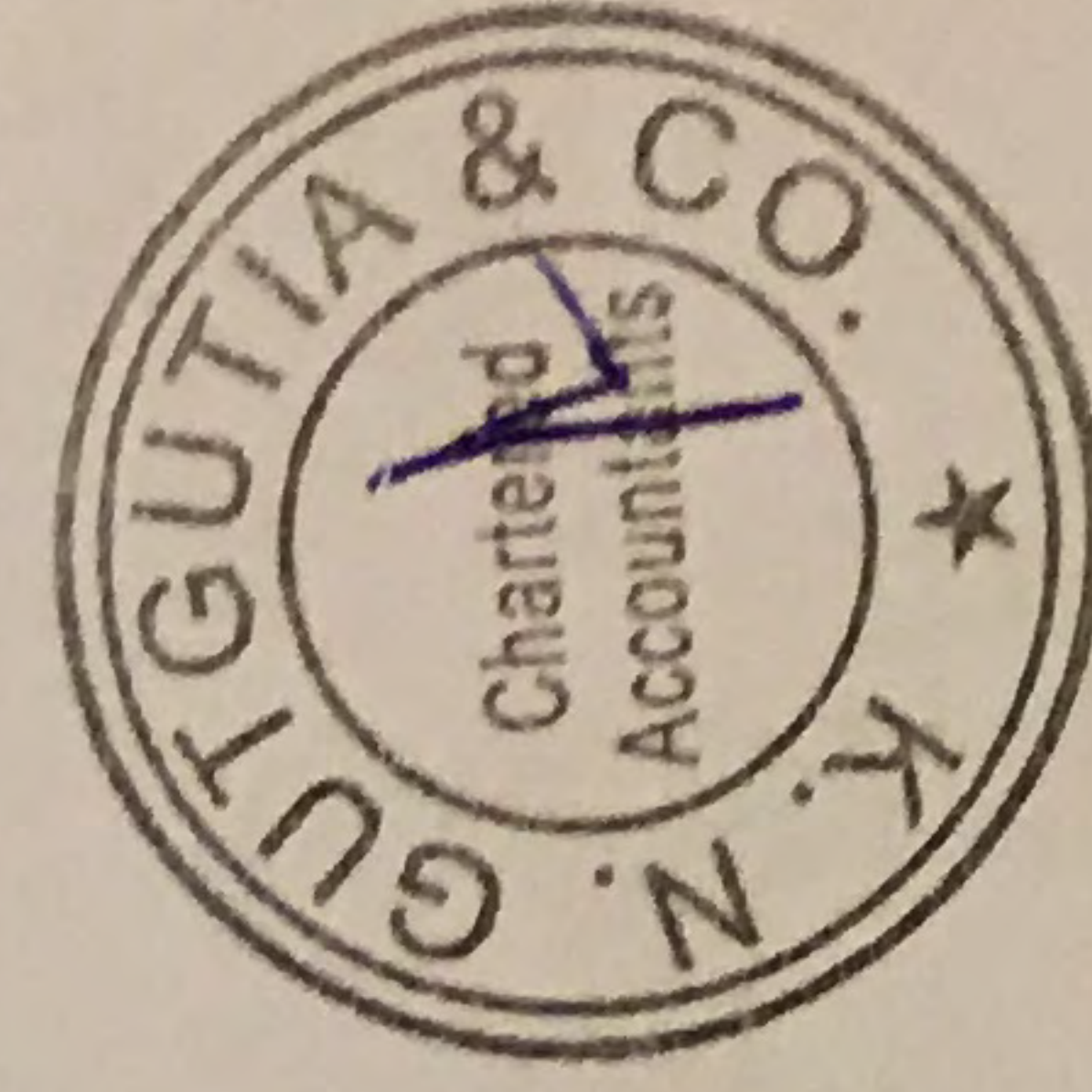
Sr. No.	Particulars	STANDALONE				
		Quarter ended		Year ended		31-Mar-2016 (Unaudited)
		31-Mar-2017 (Unaudited)	31-Dec-2016 (Unaudited)	31-Mar-2016 (Unaudited)	31-Mar-2017 (Unaudited)	
1.	SEGMENT REVENUE (Gross)					
	a) Heavy Engg. Division	9,928.44	13,372.71	21,424.67	62,923.18	68,011.23
	b) Steel Foundry	4,796.89	5,207.78	5,880.35	20,483.91	21,684.17
	c) Rail EPC	15,624.64	10,451.77	12,518.34	45,679.39	37,226.97
	Total	30,349.97	29,032.26	39,823.36	1,29,086.48	1,26,922.37
	Less : Inter Segment Revenue	(1,752.95)	(2,541.06)	(1,760.63)	(10,271.18)	(13,830.44)
	Net Sales/Income from operation	28,597.02	26,491.20	38,062.73	1,18,815.30	1,13,091.93
2.	SEGMENT RESULTS					
	Profit before Interest & Tax					
	a) Heavy Engg. Division	(70.34)	(410.82)	1,048.92	187.56	(170.51)
	b) Steel Foundry	65.29	183.12	348.19	944.21	989.97
	c) Rail EPC	1,941.07	901.58	2,225.66	3,583.34	3,105.33
	d) Others (Net of Un-allocated expenses)	(871.91)	684.87	(473.68)	1,707.87	2,153.59
	Total	1,064.11	1,358.75	3,149.09	6,422.98	6,078.38
	Add/ (Less) : Interest (Net)	(477.27)	(780.99)	(493.07)	(2,221.52)	(2,664.11)
	Total Profit before Tax	586.84	577.76	2,656.02	4,201.46	3,414.27
3	SEGMENT ASSETS					
	a) Heavy Engg. Division	70,932.12	67,458.95	62,990.00	70,932.12	62,990.00
	b) Steel Foundry	17,049.84	17,162.20	15,998.65	17,049.84	15,998.65
	d) Rail EPC	44,073.48	57,311.94	53,154.14	44,073.48	53,154.14
	c) Others (Un-allocated)	50,216.76	61,285.46	54,360.48	50,216.76	54,360.48
	Total	1,82,272.20	2,03,218.55	1,86,503.27	1,82,272.20	1,86,503.27
3	SEGMENT LIABILITIES					
	a) Heavy Engg. Division	27,771.91	45,293.90	42,023.65	27,771.91	42,023.65
	b) Steel Foundry	6,265.72	6,124.33	6,763.63	6,265.72	6,763.63
	c) Rail EPC	43,711.04	43,810.63	36,817.83	43,711.04	36,817.83
	d) Others (Un-allocated)	--	--	--	--	--
	Total	77,748.67	95,228.86	85,605.11	77,748.67	85,605.11

₹ in Lakhs

₹ in Lakhs

STATEMENT OF ASSETS AND LIABILITIES

Sr. No.	Particulars	STANDALONE		CONSOLIDATED	
		As at 31-3-2017	As at 31-3-2016	As at 31-3-2017	As at 31-3-2016
I	ASSETS :				
1	Non-current Assets				
	(a) Property, Plant & Equipment	24,235.78	22,553.50	36,607.56	32,635.14
	(b) Capital work-in-progress	163.84	391.28	163.84	392.59
	(c) Investment Property	87.50	87.50	87.50	109.58
	(d) Other Intangible Assets	254.31	254.85	276.43	265.86
		24,741.43	23,287.13	37,135.33	33,403.17
2	Financial Assets				
	(a) Investments	16,440.69	15,879.06	5,180.68	4,647.07
	(b) Loans	260.72	92.41	401.82	103.42
	(c) Bank Balances	418.54	601.12	418.54	601.12
	(d) Others	36.87	60.29	105.33	219.70
	(e) Deferred Tax Assets (Net)	3,600.36	3,274.79	3,592.52	3,265.41
	(f) Other Non current Assets	1,026.97	2,232.01	1,035.94	3,111.32
		21,784.15	22,139.68	10,734.83	11,948.04
3	Current Assets				
	(a) Inventories	22,695.89	34,116.13	23,155.53	35,283.07
	(b) Financial Assets				
	(i) Investments	33,776.07	38,481.42	33,776.07	38,481.42
	(ii) Trade receivables	43,737.37	41,217.07	54,842.59	47,981.19
	(iii) Cash & cash equivalents	966.93	2,110.10	1,294.79	2,190.97
	(iv) Bank balances other than (iii) above	3,258.69	3,531.41	3,833.77	4,523.00
	(v) Loans	4,659.34	4,566.38	786.76	4,073.38
	(c) Current Tax Assets (Net)	235.52	219.00	270.58	395.42
	(d) Other Current Assets	26,446.81	16,804.95	31,975.95	20,822.24
		1,35,776.62	1,41,046.46	1,49,936.04	1,53,750.69
		1,82,302.20	1,86,473.27	1,97,806.20	1,99,101.90
	TOTAL ASSETS				
II	EQUITY AND LIABILITIES:				
1	Equity				
	(a) Equity Share capital	2,194.15	2,192.95	2,194.15	2,192.95
	(b) Other Equity	1,02,329.38	98,705.21	98,301.85	95,418.18
		1,04,523.53	1,00,898.16	1,00,496.00	97,611.13
2	Non-Controlling Interest	-	-	2,003.74	1,704.77
3	Non-current Liabilities :				
	(a) Financial Liabilities				
	(i) Borrowings	232.86	715.66	3,301.28	3,759.70
	(b) Provisions	517.80	512.63	548.09	551.97
	(c) Other non current liabilities	4,319.18	2,277.01	1.85	1.87
		5,069.84	3,505.30	3,851.22	4,313.54
4	Current Liabilities				
	(a) Financial Liabilities				
	(i) Borrowings	31,642.70	32,155.04	39,406.97	38,694.82
	(ii) Trade Payables	24,449.83	33,023.89	29,771.09	37,037.67
	(iii) Other financial liabilities	4,239.80	4,206.88	4,727.08	4,545.03
	(b) Other current liabilities	11,490.04	12,052.75	16,548.46	14,522.36
	(c) Provisions	886.46	631.25	1,001.64	672.58
		72,708.83	82,069.81	91,455.24	95,472.46
		1,82,302.20	1,86,473.27	1,97,806.20	1,99,101.90
	TOTAL EQUITY AND LIABILITIES				



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Notes:

- The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their Meetings held on 22nd May, 2017.
- The above results for the current quarter and year ended 31st March 2017, have been Audited by the Statutory Auditors as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they have submitted an unmodified report.
- Results for the quarter and year ended 31st March, 2017 are in compliance with Indian Accounting Standards (Ind-AS) notified by the Ministry of Corporate Affairs. Consequently, results for the previous corresponding periods have been restated to comply with Ind-AS to make them comparable.
- In terms of the orders of the Hon'ble High Courts of Delhi and Calcutta, Kalindee Rail Nirman (Engineers) Limited ('Kalindee'), a subsidiary company, stands merged into the Company on and from 11th February, 2017, with appointed date being 1st April, 2014. Accordingly, the results are after incorporating the figures of Kalindee for the said periods. The segment reporting therefore, includes a new segment i.e. "Rail – EPC".
- The consolidated Financial Results of the Company for the year ended 31st March, 2017 have been prepared in accordance with the Ind-AS and based on the audited accounts of its subsidiaries, joint ventures and associate companies.
- The figures of last quarter for the current year and previous year are the balancing amount between the audited and the third quarter unaudited published year to date figures, which were subjected to a limited Review.
- The Board of Directors has recommended a dividend of 25% i.e. ₹ 0.25 per Equity share of ₹ 1/- each.
- Reconciliation of Net Profit as previously reported on account of transaction from the previous Indian GAAP to Ind-AS for the quarter and year ended 31.03.2016.**

Sr. No.	Particulars	Quarter ended 31-Mar-2016	Year ended 31-Mar-2016
	Net Profit/ (Loss) for the period under Previous Indian GAAP	2,112.32	2,246.34
(a)	On account of recognition of Sales Revenue prescribed under Ind-AS	104.84	(56.59)
(b)	On account of measuring Investments at Fair Value through Profit & Loss	(125.03)	1,206.81
(c)	Fair Valuation of ESOP under Black-Scholes method	120.46	(482.21)
(d)	On Account of amortization of other borrowing cost (upfront fee)	34.23	(14.31)
(e)	On Account of Exchange differences in translating the financial statements of a foreign operation	-	27.83
(f)	Amount transferred from Opening Reserves	(77.20)	-
(g)	Deferred Tax on above	(207.41)	(207.41)
	Net Profit for the period under Ind AS	1,962.21	2,720.46

- Reconciliation between total equity reported under erstwhile India GAAP (referred to as 'I GAAP') and Ind AS are summarised as below:**

Sr. No.	Particulars	As at 31.03.2016
	Total Equity as per Previous GAAP	91,094.64
	Add/ (Less): Adjustments on account of Ind AS	
(a)	Fair Valuation Equity Instruments (Quoted)	6.05
(b)	On account of measuring Investments at Fair Value through Profit & Loss	5,095.76
(c)	On account of recognition of Sales Revenue prescribed under Ind-AS (Net)	(125.38)
(d)	On account of provision under 'Expected Credit Loss Model' (ECL)	(2,987.82)
(e)	On account of fair valuation of retention money	(438.88)
(f)	On account of fair valuation of warranty obligations	33.00
(g)	On account of reversal of proposed dividend and tax thereon	632.73
(h)	On account of unamortised up-front fee	4.98
(i)	Net impact on reserves on account of merger of Kalindee Rail Nirman (Engineers) Limited. (Refer Note 4)	6,542.51
(j)	Tax Impact on above adjustments	1,040.57
	Total Equity under Ind AS	1,00,898.16



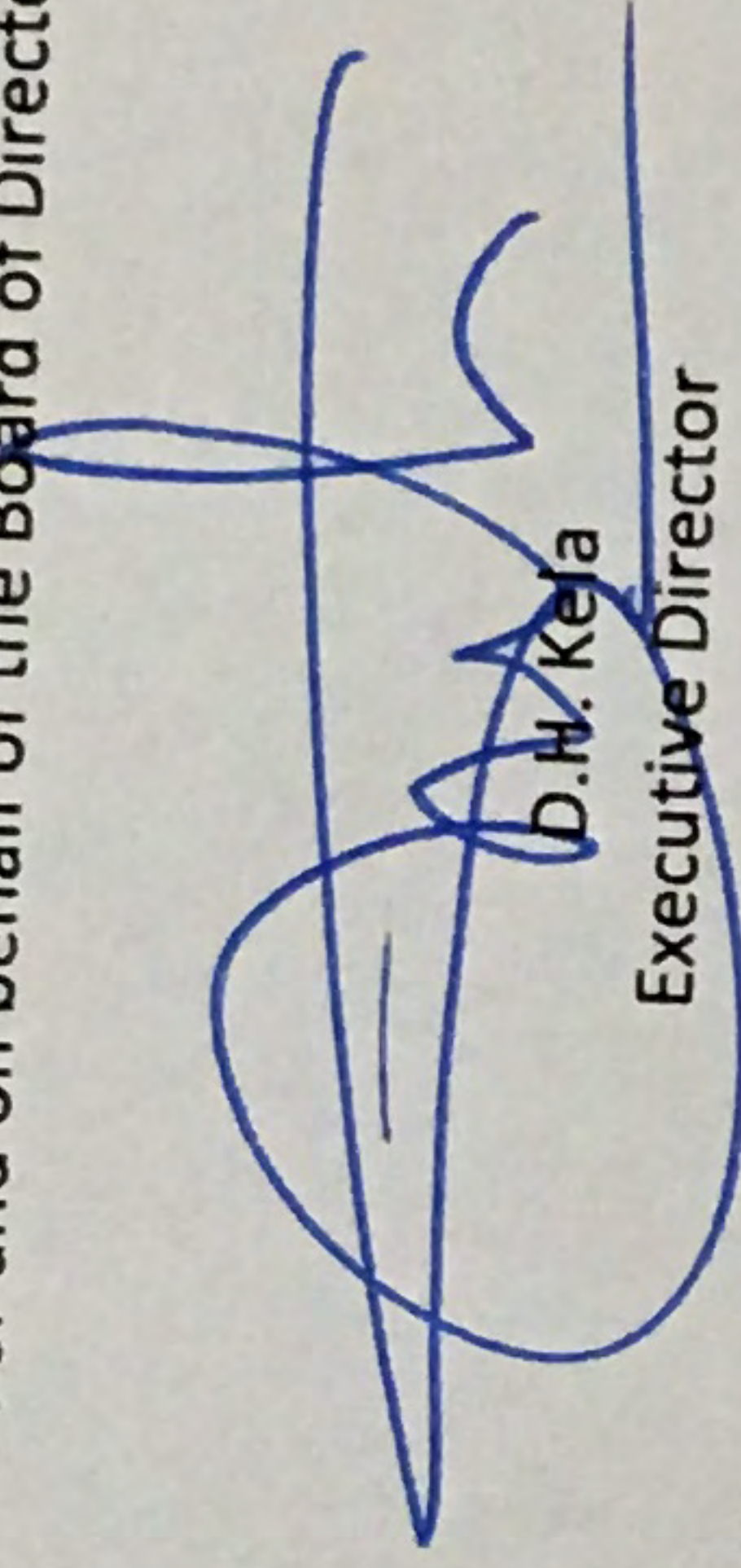
TEXMACO RAIL & ENGINEERING LIMITED
Statement of standalone Audited Financial Results
For the quarter and year ended 31st March, 2017

- 10 During the year, 89,12,385 Equity Shares of ` 1/- each were allotted to the Equity Shareholders of Kalindee pursuant to the Merger and 2,18,875 Equity Shares of ` 1/- each were allotted under the Company's Employee Stock Option Scheme. Consequently, the issued and paid-up Equity Share Capital of the Company as on 31st March, 2017 stands increased to
- 11 During the year, the Company has formed a wholly owned subsidiary namely Belur Engineering Private Limited to expand its footprints in the field of new segments of Heavy Engineering.
- 12 The Company has successfully completed ₹ 89 Crore contract for supply and erection of 102m span Rail Bridge over river Padma in Bangladesh earning significant credentials in the field of Rail Bridge Construction.
13. Previous period figures have been re-grouped/ re-arranged wherever necessary.

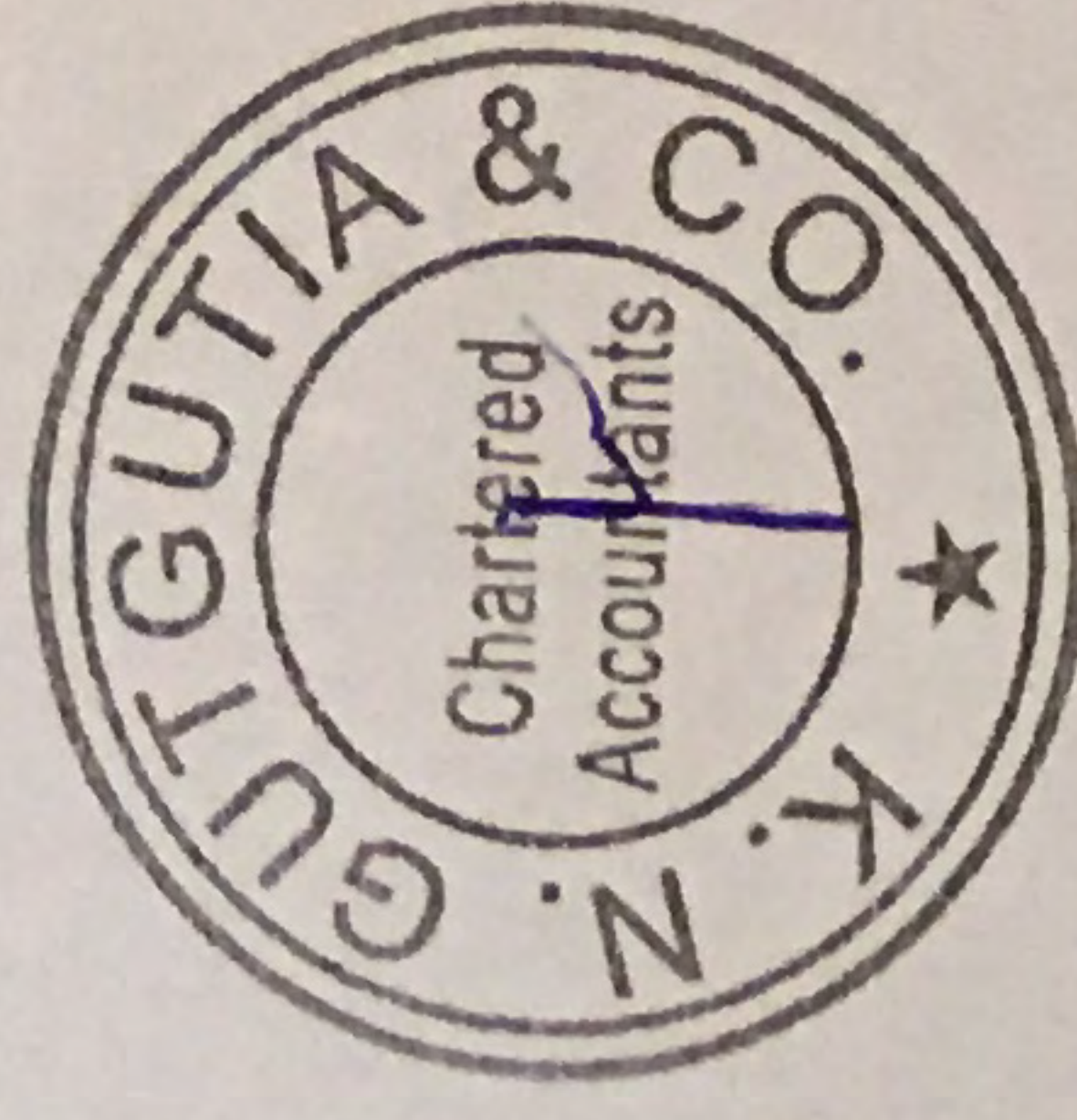
Registered Office :
Belgharia, Kolkata -700 056
Phone No. +91-33-25691500
Fax No. +91-33-25412448
Website : www.texmaco.in

Place : Kolkata
Dated : 22nd May, 2017

For and on behalf of the Board of Directors



D. H. Keka
Executive Director

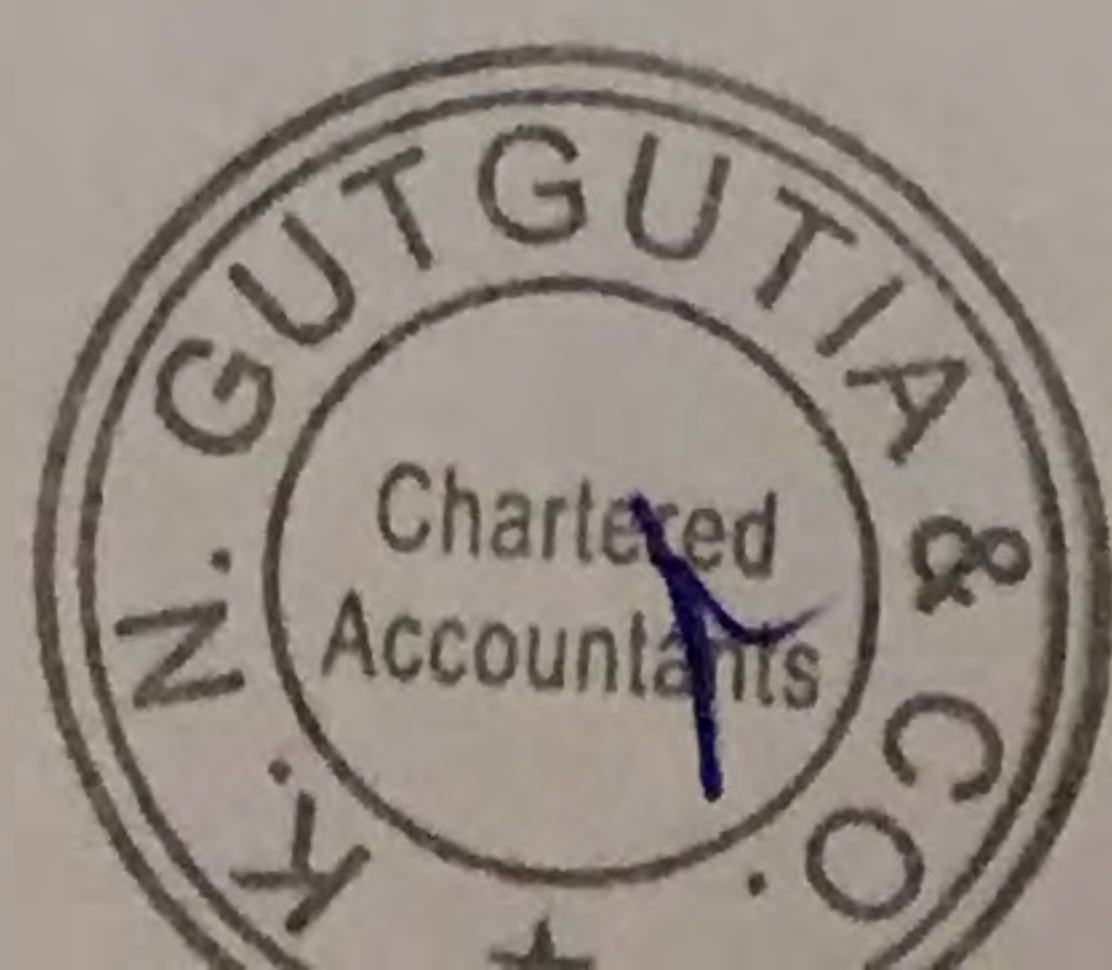


**INDEPENDENT AUDITOR'S REPORT
TO THE BOARD OF DIRECTORS OF
TEXMACO RAIL & ENGINEERING LIMITED**

1. We have audited the accompanying Statement of quarterly standalone financial results of Texmaco Rail & Engineering Limited ('the Company') for the quarter ended March 31, 2017 and for the year ended March 31, 2017, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016. The quarterly standalone financial results are the derived figures between the audited figures in respect of the year ended March 31, 2017 and the published year-to-date figures up to December 31, 2016, being the date of the end of the third quarter of the current financial year, which were subjected to limited review.

This Statement which is the responsibility of the Company's Management and approved by the Board of Directors, has been compiled from the related standalone Ind AS financial statements which has been prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued there under ('Ind AS') and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement based on our audit of such standalone financial statements.

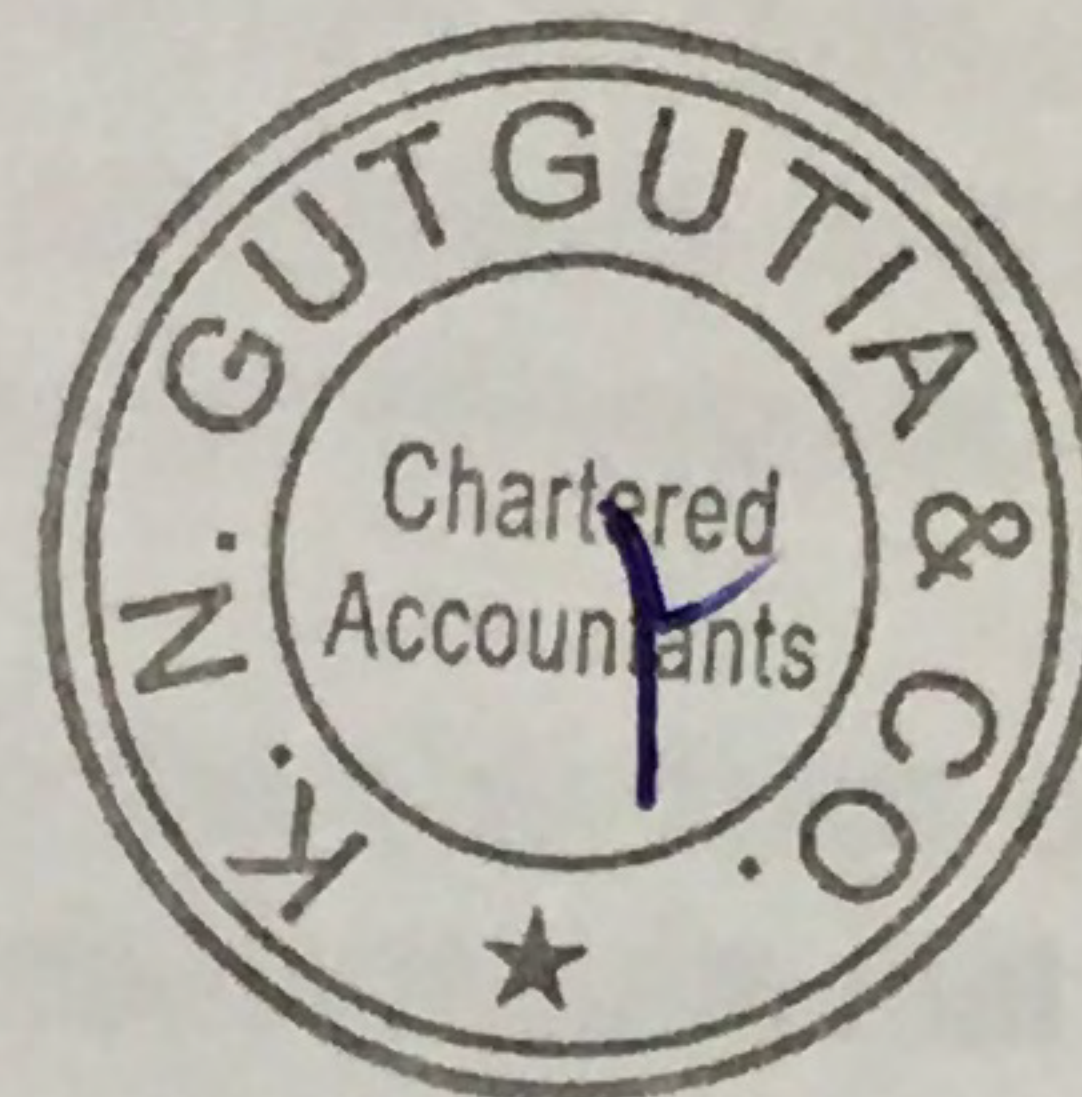
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by the Management. We believe that our audit provides a reasonable basis for our opinion.
3. In our opinion and to the best of our information and according to the explanations given to us, these quarterly standalone financial results as well as the year to date results:
 - i. are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, in this regard; and
 - ii. give a true and fair view of the net profit including other comprehensive and other financial information for the quarter ended March 31, 2017 and for the year ended March 31, 2017.
4. The financial information of the Company as at and for the corresponding year ended March 31, 2016, have been prepared considering the merger of a subsidiary company with effect from April 01, 2014 pursuant to order of Hon'ble High Courts of Calcutta & Delhi dated 08-04-2016 & 18-01-2017 respectively more fully described in Note No. **04** of the accompanying standalone financial results.



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5. Further, read with Paragraph 1 above, we report that the figures for the quarter ended March 31, 2017 represent the derived figures between the audited figures in respect of the financial year ended March 31, 2017 and the published year-to-date figures up to December 31, 2016, being the date of the end of the third quarter of the current financial year, which were subjected to a limited review as stated in paragraph 1 above, as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No CIR/CFD/FAC/62/2016 dated July 5, 2016.

For K.N. GUTGUTIA & CO.
CHARTERED ACCOUNTANTS
FIRM REGN. NO. 304153E



(P.K. GUTGUTIA)
Partner
Membership No. 6994

KOLKATA,
Date: 22.05.2017

**INDEPENDENT AUDITORS' REPORT
TO THE BOARD OF DIRECTORS OF
TEXMACO RAIL & ENGINEERING LIMITED**

1. We have audited the accompanying Statement of Consolidated 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 of its joint ventures for the year ended March 31, 2017 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

This Statement, which is the responsibility of the Parent's Management and approved by the Board of Directors, has been compiled from the related consolidated financial statements which has been prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder ("Ind AS") and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement based on our audit of such consolidated financial statements.

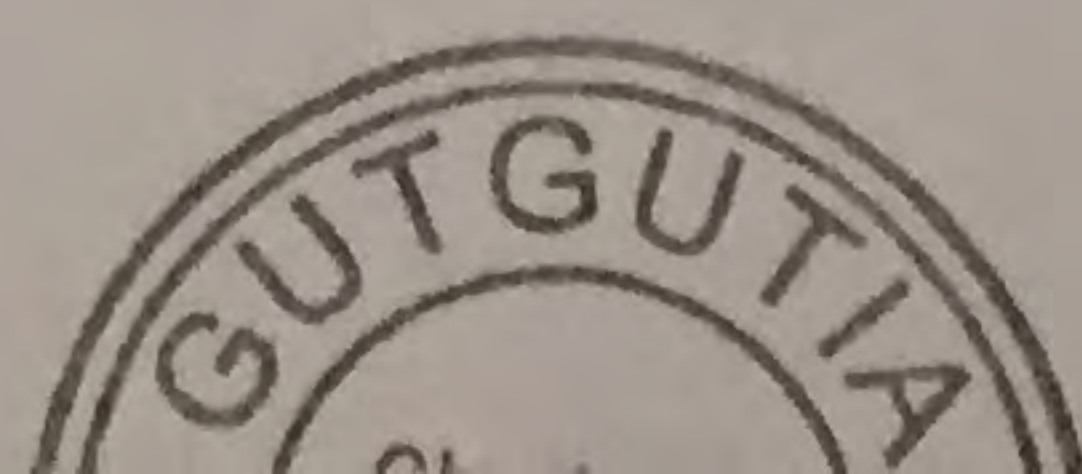
2. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit involves performing procedure to obtain audit evidence about the amount and the disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of risks of material misstatement of the Statement, whether due to fraud or error. In making those risks assessments, the auditor considers internal control relevant to the Parent's preparation and fair presentation of the Statement in order to design audit procedure that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

We believe that the audit evidence obtained by us and other auditors in terms of their reports refer to in paragraph 4 below, is sufficient and appropriate to provide a basis for our audit opinion.

3. In our opinion and to the best of our information, and according to the explanations given to us, and based on the consideration of the report of the other auditors on separate financial statements of, subsidiary and joint ventures referred below, the Statement:

- a. includes the results of the following entities.
- | | | |
|-------|--|--------------------------|
| (i) | Bright Power Projects (India) Pvt. Ltd.- | Subsidiary |
| (ii) | Texmaco Hi-tech Pvt. Ltd.- | Wholly Owned Subsidiary. |
| (iii) | Belur Engineering Pvt. Ltd.- | Wholly Owned Subsidiary. |
| (iv) | Touax Texmaco Railcar Leasing Pvt. Ltd.- | Joint Venture |
| (v) | Wabtec Texmaco Rail Pvt. Ltd.- | Joint Venture |

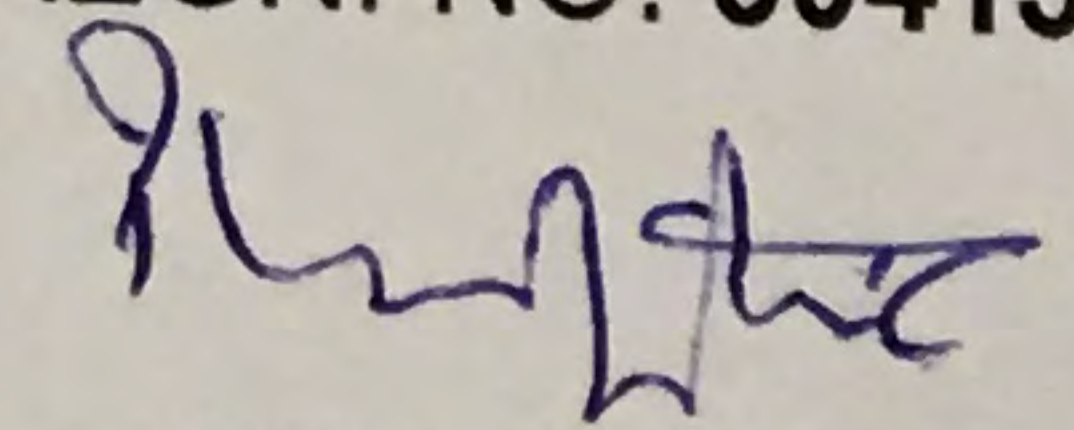


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- b. is presented in accordance with the requirements of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/DAC/62/2016 dated July 5, 2016 and
- c. gives a true and fair view in conformity with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India of the net profit, total comprehensive profit and other financial information of the group for the year ended March 31, 2017.
4. We did not audit the financial statements of one subsidiary included in the consolidated financial results, whose financial statements reflect total assets of Rs.17416.41 Lacs as at March 31, 2017, total revenues of Rs.17925.99 Lacs, Total Net Profit after tax of Rs.685.47 Lacs and total comprehensive Profit of Rs.664.38 Lacs for the year ended on that date as considered in the financial results. The consolidated financial result also includes the Group share of Net Profit of Rs.235.32 Lacs and total comprehensive income of (Rs.1.34) Lacs for the year ended March 31, 2017 as considered in the consolidated financial results in respect of two joint ventures, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on these consolidated financial results, in so far as it relates to the amount and disclosures included in respect of these subsidiary and joint ventures is based solely on the reports of other auditor.

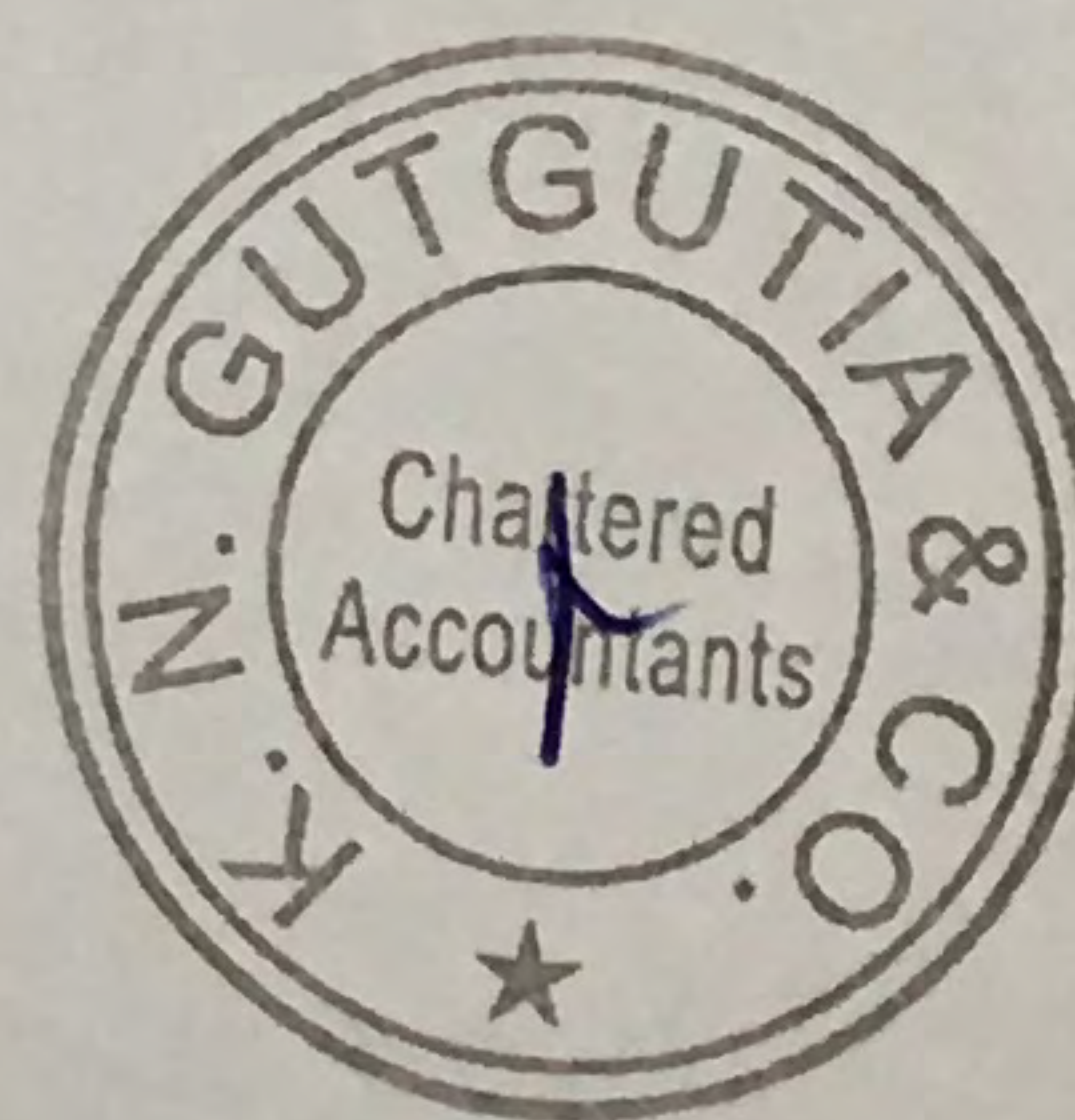
Our opinion on the statement is not modified in respect of the above matter with respect to our reliance on the work done on the reports of other auditors.

For K.N. GUTGUTIA & CO.
CHARTERED ACCOUNTANTS
FIRM REGN. NO. **304153E**



(P.K. GUTGUTIA)
Partner

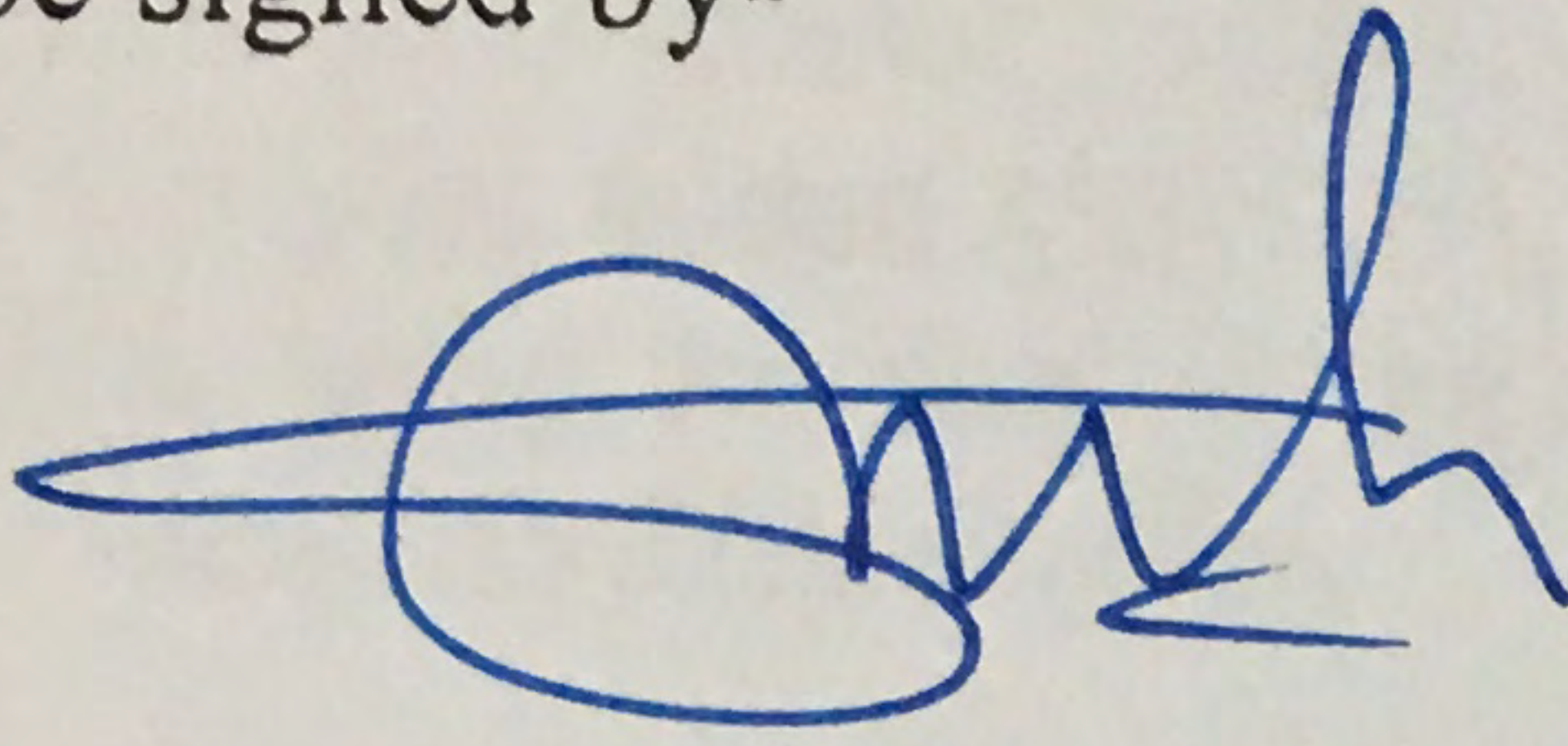
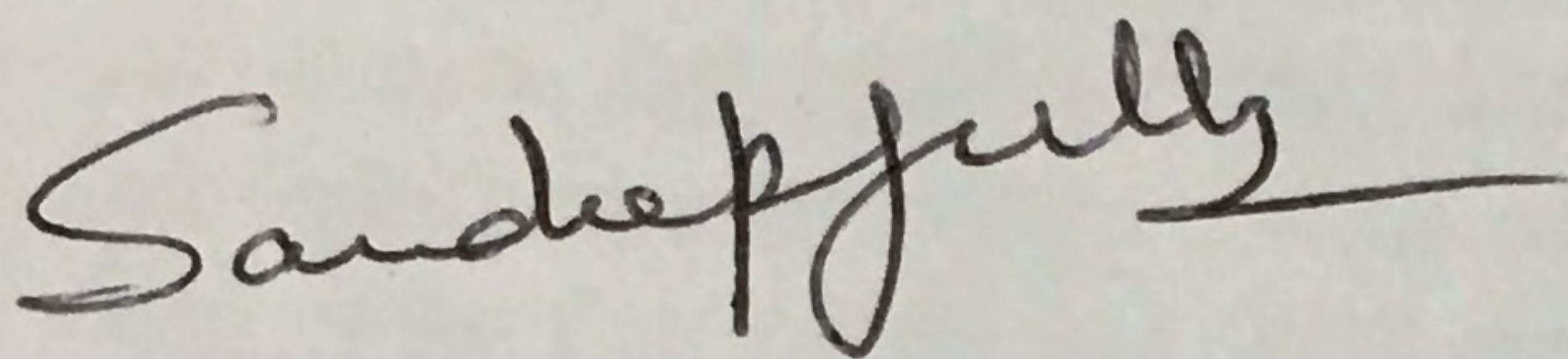
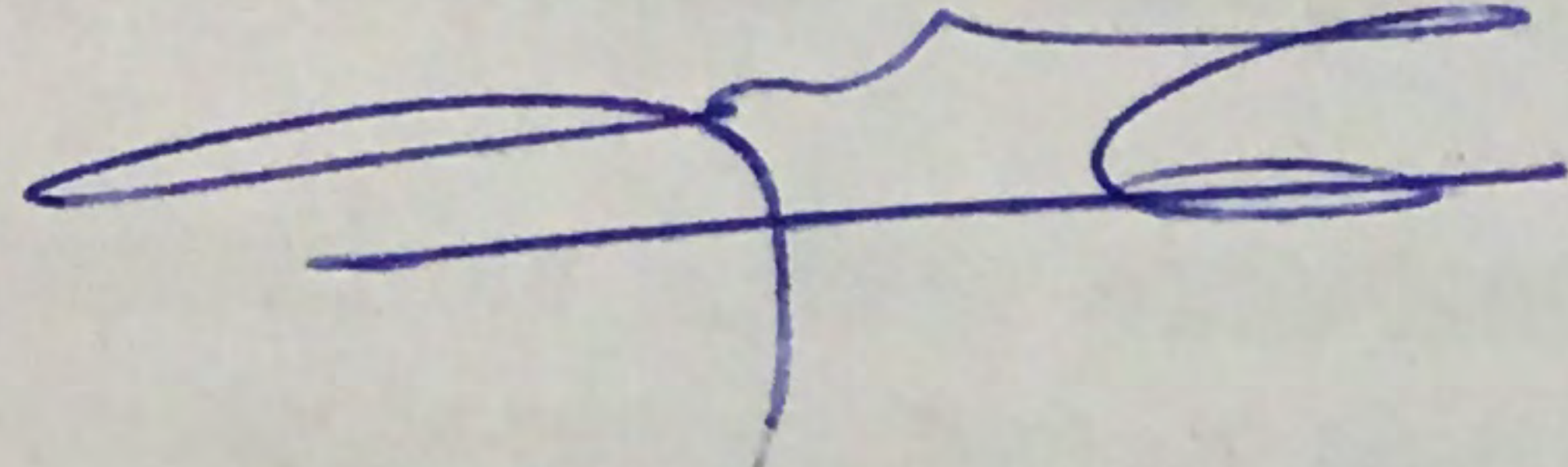
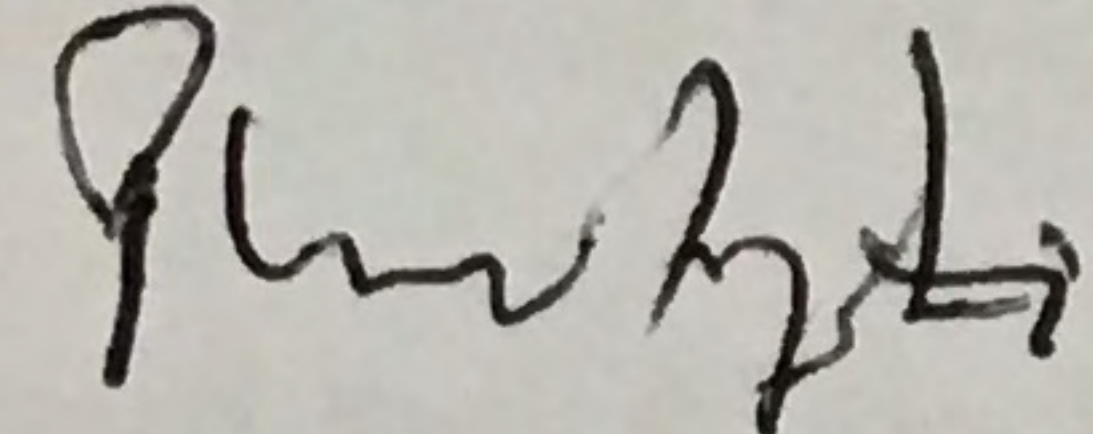
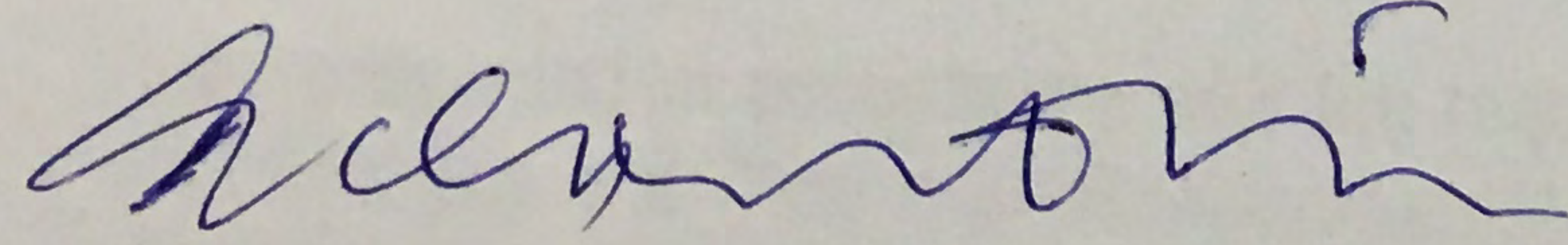
Membership No. 6994



KOLKATA,
Date: 22.05.2017

Declaration

We confirm that the Audit Reports as enclosed with the Audited Financial Results for the Year ended 31st March, 2017 of Texmaco Rail & Engineering Limited are the Audit Reports with unmodified opinion.

To be signed by- 	Shri D. H. Kela Executive Director & CEO (SF) (DIN: 01050842)
	Shri Sandeep Fuller Executive Director & CEO (HED) (DIN: 06754262)
	Shri A. K. Vijay Executive Director & CFO (DIN: 01103278)
	For K. N. Gutgutia & Co., Auditor of the Company
	Shri A. C. Chakraborti Audit Committee Chairman (DIN: 00015622)