

TEXMACO

Texmaco Rail & Engineering Ltd

Belgharia Works

CIN-L29261WB1998PLC087404

21st August, 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 would like to inform you that the Annual General Meeting (AGM) of the Company will be held on **Saturday, the 16th September 2017 at 2.00 PM** at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata – 700 056.

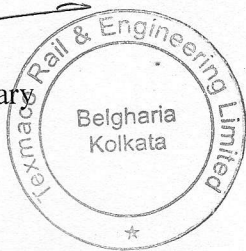
A copy of the AGM Notice is enclosed.

Thanking You,

Yours Faithfully,

For Texmaco Rail & Engineering Limited

Ravi Varma
Ravi Varma
Company Secretary



TEXMACO RAIL & ENGINEERING LIMITED

CIN.: L29261WB1998PLC087404

Registered Office: Belgharia, Kolkata 700 056

Phone: (033) 2569 1500, Fax: (033) 2541 2448

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

NOTICE to the Shareholders

Notice is hereby given that the 19th Annual General Meeting of TEXMACO RAIL & ENGINEERING LIMITED will be held on **Saturday, 16th September 2017 at 2.00 PM at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata-700 056**, to transact the following businesses:

AS ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements including the Audited Consolidated Financial Statements of the Company, the Directors' and the Auditors' Report thereon for the year ended 31st March 2017.
2. To declare Dividend on Equity Shares for the year ended 31st March 2017.
3. To appoint a Director in place of Mr Ashok Kumar Vijay (DIN: 01103278), who retires by rotation and offers himself for re-election.
4. To appoint Statutory Auditors and to fix their remuneration.

In this regard to consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:-

"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."

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:-

Item No. 5

"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."

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:-

Item No. 6

"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 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."

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

Item No. 7

"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 Jhunhunwala (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."

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

Item No. 8

"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."

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

Item No. 9

"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."

By the order of the Board

Ravi Varma

Belgharia, Kolkata - 700 056

Dated: 22nd May 2017

Company Secretary

ICSI Membership No. A27650

NOTES:

(i) A Member entitled to attend and vote at the Annual General Meeting (AGM) may appoint a Proxy to attend and vote on a poll on his / her behalf, and the Proxy need not be a member of the Company.

The instrument appointing Proxy, in order to be effective, duly signed, stamped and completed, must be deposited at the Registered Office of the Company located at Belgharia, Kolkata - 700 056 not less than FORTY-EIGHT HOURS before the commencement of the AGM i.e. by 2.00 PM on Thursday, 14th September 2017. The Proxy Form submitted on behalf of Limited Companies, Societies, etc., must be supported by appropriate Resolution(s) / Authority as may be applicable. A Person can act as Proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total paid up Share Capital of the Company carrying voting rights. In case a Proxy is proposed to be appointed by a Member holding more than 10% of the total paid up Share Capital of the Company carrying voting rights, then such Proxy shall not act as a proxy for any other Member.

Proxy shall carry his/ her identity proof (any one of PAN Card, Voter ID Card, AADHAR Card, Driving License, Passport) at the venue of the AGM.

(ii) The Register of Members of the Company will remain closed from, Monday, 11th September 2017 to Saturday, 16th September 2017 (both days inclusive).

(iii) The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 setting out the material facts relating to the businesses at Item no. 5 to Item no. 9 of the Notice as set out above, is annexed hereto.

(iv) In terms of Section 152 of the Companies Act, 2013, Mr Ashok Kumar Vijay retires by rotation at the ensuing AGM of the Company and being eligible, offers himself for re-appointment.

The Board recommends his appointment. Additional information in respect of his appointment, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards forms a part of this Notice.

(v) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement, the Auditors' Report, the Directors' Report and all other documents annexed or attached to the Balance Sheet of the Company are available for inspection by the Members at the Registered & Corporate Office of the Company between 11.00 AM and 1.00 PM on all working days from the date hereof up to this AGM.

(vi) To support the 'Green Initiative', Members who have not registered their e-mail address so far are requested to register their e-mail address, so that they can receive the Annual Report and all other communications from the Company electronically.

(vii) In line with the SEBI Circular dated 21st March 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 emphasizing electronic funds transfer, Members are requested to provide their Bank details to the Company / Registrar & Share Transfer Agent (RTA) in order to avail the electronic payment facility.

(viii) Voting through electronic means

1. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions proposed at this AGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) and also by way of e-voting (Insta Poll) at the AGM, for which purpose the Company has engaged the services of Karvy Computershare Pvt. Limited (Karvy). The Board of Directors of the Company has appointed Ms Geeta Roy Chowdhury, as the Scrutinizer for this purpose.

The instructions for remote e-voting are as under:

(a) Open your web browser during the remote e-voting period and navigate to <https://evoting.karvy.com>.

(b) Enter the login credentials [i.e., user ID and password mentioned in the Attendance Slip of the Notice of this AGM or as mentioned in the e-mail sent to those Shareholders, who have registered their e mail IDs]. Your Folio No. / DP ID Client ID will be your user ID.

(c) Put user ID and password as initial password/ PIN noted in step (a) above. Click Login.

(d) 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, email, 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.

(e) You need to login again with the new credentials.

(f) On successful login, the system will prompt you to select the 'EVENT' i.e., Texmaco Rail & Engineering Limited.

(g) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST' for voting. Enter the number of Shares (which represents number of votes) as on the cut off date under 'FOR/AGAINST' or alternately you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed the total shareholding. You may also choose the option 'ABSTAIN'.

(h) 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 on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.

(i) Once you 'CONFIRM', you will not be allowed to modify your vote. During the voting period, Shareholders can Login any number of times till they have voted on the Resolutions.

(j) Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to send the scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail geetaroychowdhury@gmail.com with a copy marked to evoting@karvy.com.

(k) Any person who become Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e. Saturday, 9th September 2017 may approach the Company / Karvy for issuance of the User ID and Password for exercising their right to vote by electronic means to 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> Event number+Folio No. or DP ID Client ID to 9212993399.

Example for NSDL : MYEPWD <SPACE> IN12345612345678

Example for CDSL : MYEPWD <SPACE> 1402345612345678

Example for Physical : MYEPWD <SPACE> XXX1234567

b. If the e-mail ID or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

c. Member may call Karvy's toll free number 1-800-3454-001.

d. Member may send an e-mail request to evoting@karvy.com.

2. Voting rights will be reckoned on the paid-up value of Equity Shares registered in the name of the Members as **on Saturday, 9th September 2017 (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 as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting at the AGM.

3. The remote e-voting period commences at **9.00 AM on Tuesday, 12th September 2017 and ends at 5.00 PM on Friday, 15th September 2017**. During this period, Shareholders of the Company holding Equity Shares either in physical form or in dematerialized form, as on the cut-off date (Record Date) of Saturday, 9th September 2017 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 Shareholder, such Shareholder shall not be allowed to change it subsequently.

4. The Members who have already casted their votes through remote e-voting cannot vote again at the e-voting at the AGM venue. However, such Member shall be entitled to attend the AGM.

5. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting User Manual for Shareholders available at the download section of <http://e-voting.karvy.com> or contact Karvy Computershare Pvt. Ltd. at Tel No. 1-800-3454-001 (toll free) or any grievances may please be sent to the e-mail ID evoting@karvy.com or may be addressed to the Company Secretary at the e-mail ID evoting_texrail@texmaco.in

6. The Results of the e-voting will be declared on or after the date of the AGM i.e. Saturday, 16th September 2017. The declared Results, along with the Scrutiniser's Report will be available on the Company's website www.texmaco.in and on the website of Karvy; such Results will also be forwarded to the Stock Exchanges where the Equity Shares of the Company are listed.

7. Shareholders who are not the Members of the Company as on the Record Date shall treat this Notice for information purpose only.

Explanatory Statement as required u/s 102 of the Companies Act, 2013

AS SPECIAL BUSINESS

Item No. 5

The Company has established units at various locations and it is therefore, desirable to appoint Branch Auditors for carrying out the audit of the financial statements of such units. The Board of Directors have, on the recommendations of the Audit Committee, at its Meeting held on 22nd May 2017, proposed the appointment of Messrs S. S. Kothari Mehta & Co., Chartered Accountants (Firm Registration No. 000756N) as Branch Auditors for the Company's Rail EPC Business unit – 'Kalindee Rail Nirman'

The Board recommends the Resolution at Item No. 5 of this Notice for your approval.

None of the Directors 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.

Item No. 6

The Board on the recommendation of the Audit Committee, at its Meeting held on 22nd May 2017 has approved the appointment of Messrs DGM & Associates, Cost Accountants, Kolkata as Cost Auditors to conduct the Audit of the Cost Records of the Company for the financial year ending 31st March 2018 in accordance with the provisions of the Section 148 of the Companies Act, 2013 and the Rules framed thereunder at a remuneration of ₹1,25,000/- plus out-of-pocket expenses as incurred from time to time. A certificate issued by the above firm regarding their eligibility for appointment as Cost Auditors is available for inspection at the Registered & Corporate Office of the Company between 11.00 AM and 1.00 PM on all working days from the date hereof up to this AGM.

None of the Directors 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.

Item No. 7

The present term of Ms Mridula Jhunjunwala expires on 19th March 2018. In view of her vast knowledge and valuable contribution made during her tenure, the Board of Directors upon the recommendation of the Nomination and Remuneration Committee, has approved her re-appointment as an Independent Director w.e.f. 20th March 2018 for a further period of 3 (Three) years. As per the opinion of the Board,

she fulfils the criteria specified in the Companies Act, 2013, and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the appointment as an Independent Director.

Ms Jhunjunwala is a fellow Chartered Accountant with 22 years of professional experience in assurance and advisory services with exposure of various industries including Tea, Information Technology, Ceramics, Investment Companies, etc., Ms Jhunjunwala is a partner of Doshi, Chatterjee, Bagri & Co., LLP, Chartered Accountants.

Ms Jhunjunwala has also been associated with Ernst & Young in the past. She is also a member of The Institute of Internal Auditors (IIA Inc.) and Internal Complaints Committee of Orga Systems India Private Limited constituted under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has received a valid notice and requisite deposit from a Member of the Company under Section 160 of the Companies Act, 2013, proposing the candidature of Ms Jhunjunwala for the office of the Independent Director.

The Board of Directors is of the opinion that her vast knowledge and varied experience will be of great value to the Company and hence recommends the Resolution at Item No. 7 of this Notice for your approval.

In view of the background and valuable experience of Ms Jhunjunwala, it will be in the interest of the Company that she continues as an Independent Director of the Company.

Except Ms Jhunjunwala, 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, if any, in the Company.

Item No. 8

The present term of Mr Ashok Kumar Vijay expires on 31st December 2017. The Board of Directors of your Company at its Meeting held on 22nd May 2017 has approved the re-appointment of Mr Ashok Kumar Vijay as the Executive Director of the Company for a further period of (5) five years with effect from 1st January, 2018 on the recommendations of the Nomination and Remuneration Committee. The terms and conditions of his employment have been approved by the Board as per the statement appearing hereunder.

The following additional information as required under Schedule V to the Companies Act, 2013 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 25th June, 1998. The operations of the plants were started in 1939 under the then formed Company namely, Texmaco Limited.

(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 results for the year ended 31st March 2017)

Particulars	(₹ in Crores)
Gross Turnover	1284.13
Other Income	47.30
Net profit as per Statement of Profit & Loss (After Tax)	33.57

(v) Foreign investments or collaborators, if any:

Not Applicable.

II. Information about the appointee:

(i) Background details:

Mr Vijay, aged 63 years, is a qualified Chartered Accountant & Company Secretary and is associated with the Company since last 16 years with an overall experience of 40 years.

(ii) Past remuneration during the financial year ended 31st March 2017:

Name of the Executive Director	Amount (₹ in Crores)
Mr Ashok Kumar Vijay	0.55

(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, 203 and any other applicable provisions read with Schedule V of the Companies Act, 2013 together with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof), Mr Vijay be re-appointed on the following terms and conditions:

1	Salary	: ₹ 2,90,000/- per month with 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	Perquisites CATEGORY - A	
	a) Housing	: i) Free furnished accommodation or HRA up to 30% of the salary. ii) The expenditure incurred on gas, electricity, water and furnishing shall be valued as per Income-tax Rules, 1962.
	b) Medical Reimbursement	: Reimbursement of actual expenses incurred for self and his family subject to the ceiling of one month's Salary in a year or three month's Salary over a period of three years.
	c) Leave Travel Concession	: For self and his family once in a year in accordance with the Rules of the Company.
	d) Bonus / Exgratia	: As per the Rules of the Company.
	e) Leave	: As per the Rules of the Company.
	f) Club Fees	: Membership fee for two clubs. No admission or life membership fee will be paid by the Company.
	CATEGORY - B	
	a) Contribution to Provident Fund and Superannuation Fund	: As per the Rules of the Company.
	b) Gratuity	: As per the Rules of the Company.
	CATEGORY - C	: Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. However, long distance calls on telephone and use of Car for private purpose shall be billed by the Company.
3	In the event of the loss or inadequacy of profit in any financial year during his tenure as the Executive Director, the aforesaid remuneration shall be treated as minimum remuneration.	
4	The annual variation and increase in the remuneration of Executive Director shall not exceed 5% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013, and the limits specified in Schedule V.	

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 Vijay, 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, if any:**

Besides the remuneration proposed to be paid to him, Mr Vijay does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

III. Other Information:

(i) **Reasons of loss or inadequate profits:**

The Company's overall performance was impacted due to general sluggishness in the economy and inadequate order at un-remunerative prices released by the Railways. The comfort of assured wagon orders from the Indian Railways being elusive for the year, it affected the workings of the Company.

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

With the focused improvement on vast but ageing infrastructure of the Indian Railways, it has committed to invest more than ₹8,00,000 crore capital expenditure to ramp up the infrastructure which presently is highly congested. Railways' plan to de-congesting the route by heavily investing in doubling and tripling the tracks and its speedy electrification along and push for completion of DFC Projects shall propel the growth in Rail EPC, Rolling Stock and other Heavy Engineering Divisions of the Company. The strategic acquisition and merger of Kalindee will propel the growth in near future. The Railways has also planned to retrofit and refurbish its 40,000 old coaches which has opened up newer business opportunities for the Company. The expansion of metro network all over India is encouraging news for its Rail EPC business. With large opportunities being thrown open in Rail Sector, the modern and efficient infrastructure created by the Company over the years shall start bearing fruits.

IV. Disclosures:

The information and Disclosures of the remuneration package of the Executive Directors have been mentioned in the Annual Report under the Corporate Governance Report.

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

The Company has received a valid notice and requisite deposit from a Member of the Company under Section 160 of the Companies Act, 2013, proposing the candidature of Mr Vijay for the office of the Executive Director.

In view of the above and subject to passing of the Resolution as set out in the Notice, it will be in the interest of the Company that Mr Vijay continues as the Executive Director of the Company.

Except Mr Vijay, 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, if any, in the Company.

Item No. 9

The Company had recorded the Profit before Tax and Profit after Tax for the year ended 31st March 2017 at ₹4,201.46 Lakhs and ₹3,357.30 Lakhs respectively. The working results were impacted due to general sluggishness in the economy and inadequate orders at un-remunerative prices released by the Railways. It was further worsened by unhealthy competition in the Industry due to very small quantity offered for procurement by Railways. In the light of the above, the earnings of the Company suffered during the year.

Pursuant to the provisions of Section 197 read together with Schedule V of the Companies Act, 2013 (Act) in respect of the payment of managerial remuneration in case of no profits or inadequacy of profits as calculated under Section 198 of the Act, the Company may pay such remuneration exceeding such limits as minimum remuneration with the Members' approval by way of a Special Resolution and subject to the approval of Central Government.

The Board therefore, recommends to the Members for approval of remuneration paid in excess of the limit as prescribed under the provisions of the Act subject to the approval of the Central Government.

The Executive Chairman is concerned or interested in the Resolution to the extent of remuneration and his Shareholding interest in the Company.

The relatives of the Executive Chairman may be deemed to be concerned or interested in the Resolution to the extent of their Shareholding, if any, in the Company.

Save and except the above, 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.

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting

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

Name of the Director	Mr A. K. Vijay	Ms Mridula Jhunhunwala
Age (in years)	63	46
Qualification	ACA, ACS	FCA
Date of first Appointment on the Board	1st January, 2015	20th March, 2015
Expertise in specific functional areas	Qualified Chartered Accountant and Company Secretary with an experience of 40 years.	Qualified Chartered Accountant with an experience of 22 years.
Remuneration last drawn (in crore)	0.55	0.06
Shareholding in the Company	32530	Nil
Relationship with other Director in the Company	Nil	Nil
No. of Board Meetings attended in this F.Y.	6	6
Directorship held in other Companies	Macfarlane & Co. Limited Texmaco Hi-tech Private Limited Bright Power Projects (India) Private Limited Touax Texmaco Railcar Leasing Private Limited Magnacon Electricals India Limited	Proficient Moulder Private Limited
Chairpersonship / Membership of Committees in Companies including those in the Company	Texmaco Rail & Engineering Limited - Member of Stakeholders Relationship Committee, Corporate Social Responsibility Committee	Texmaco Rail & Engineering Limited - Member of Audit Committee, Nomination and Remuneration Committee

