

TEXMACO HITECH PRIVATE LIMITED

(Texmaco Hitech Private Limited was incorporated as Texmaco UGL Rail Private Limited on March 02, 2009 under the Companies Act, 1956. The Corporate Identification Number of the Company is U35201WB2009PTC133330. The name of the Company was changed from "Texmaco UGL Rail Private Limited" to "Texmaco Hitech Private Limited" w.e.f 23rd November, 2015,

Registered Office: Belgharia, Kolkata - 700 056, West Bengal
Tel.: +91 3325691500, Fax: +91 33 2541 2448 / 3517
E-mail: dh.kela@texmaco.in

Contact Person: Shri Damodar Hazarimal Kela

Promoter of Texmaco Hitech Private Limited: Texmaco Rail & Engineering Limited *

*Upon the Scheme of Arrangement becoming effective, the promoters of Texmaco Hitech Private Limited shall be identified in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations")

Please ensure that you also read the Scheme of Arrangement approved vide their resolutions dated 18th September, 2017 by the Board of Directors of Texmaco Rail & Engineering Limited, Bright Power Projects (India) Private Limited and Texmaco Hitech Private Limited ('Scheme' / 'Scheme of Arrangement') as well as the Audit Committee of Texmaco Rail & Engineering Limited and Texmaco Hitech Private Limited,

FOR PRIVATE CIRCULATION TO THE SHAREHOLDERS OF TEXMACO RAIL & ENGINEERING LIMITED ONLY

THIS ABRIDGED PROSPECTUS CONTAINS 7 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES. NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS ABRIDGED PROSPECTUS

ABRIDGED PROSPECTUS

This document is prepared to comply with the requirement of Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (as amended from time to time, 'SEBI Circular'), and sets out the disclosures in an abridged prospectus format as provided in Part D of Schedule VIII of the SEBI ICDR Regulations, to the extent applicable. The requirements with respect to General Information Document are not applicable and this Abridged Prospectus should be read accordingly.

COMPANY'S ABSOLUTE RESPONSIBILITY

The Amalgamating Company 1 (Texmaco Hitech Private Limited), having made all reasonable inquiries, accepts responsibility for and confirms that the Abridged Prospectus contains all information with regard to Amalgamating Company 1, which is material in the context of the Scheme, that the information contained in the Abridged Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which will make the Abridged Prospectus as a whole, or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

GENERAL INFORMATION

Texmaco Hitech Private Limited ('Texmaco Hitech') was incorporated as Texmaco UGL Rail Private Limited on March 02, 2009 under the Companies Act, 1956. The Corporate

Identification Number of the Company is U35201WB2009PTC133330. The name of the Company was changed from "Texmaco UGL Rail Private Limited" to "Texmaco Hitech Private Limited" w.e.f. 23rd November, 2015.

Registered Office of the Company

Belgharia, Kolkata - 700 056, West Bengal
Tel.: +91 11 66561608
Fax: +91 33 2541 2448 / 3517
E-mail: dh.kela@texmaco.in
Contact Person: Shri Damodar Hazarimal Kela, Director

Statutory Auditor

K. N. Gutgutia & Co.
Chartered Accountants
6C, Middleton Street,
Kolkata - 700 071
Firm Registration No.: 304153E

PROMOTER OF TEXMACO HITECH PRIVATE LIMITED

Texmaco Rail & Engineering Limited ('TexRail') is the Promoter of Texmaco Hitech, and Texmaco Hi-tech is a wholly owned subsidiary of TexRail. TexRail was incorporated on 25.06.1998 as a Public Limited Company under the Companies Act, 1956, having its registered office at Belgharia, Kolkata - 700056. The CIN of TexRail is L29261WB1998PLC087404.

TexRail is involved in the business of manufacturing of rolling stock, such as wagons, coaches, EMUs loco shells & parts, etc., hydro mechanical equipments, steel castings, Rail EPC, bridges and other steel structures.

The equity shares of TexRail are listed on the National Stock Exchange of India Limited, BSE Limited and The Calcutta Stock Exchange Limited.

NAME OF FOUR LISTED GROUP COMPANIES

(As Per Schedule VIII (Part A) (2) (IX) (C) (2) of the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009:

1. **Texmaco Rail & Engineering Limited** – Engaged in the business of manufacturing of rolling stock, such as wagons, coaches, EMUs loco shells & parts, etc., hydro mechanical equipments, steel castings, Rail EPC, bridges and other steel structures. Tex Rail is listed on the National Stock Exchange of India Limited, BSE Limited and the Calcutta Stock Exchange Limited.
2. **Zuari Agro Chemicals Limited ('ZACL')** – is a single-window agricultural solution provider, and partners with Indian farmers for progress and prosperity. It enables agricultural self-sufficiency and economic independence by providing fertilisers that are both affordable and effective. ZACL is committed to effective utilization of resources and innovative initiatives for the well-being of the farming community and is listed on the National Stock Exchange of India Limited and BSE Limited.
3. **Zuari Global Limited ('ZGL')** - erstwhile Zuari Industries Limited, has been the principal promoter entity for the Zuari Group of Companies, with forays into fertilizer, seeds, engineering, lifestyle industries and services. Besides growing the fertilizer business of the group to its present preeminent status as one of India's leading fertilizer conglomerates, it has a substantial presence in the areas of pesticides, financial services, RTA furniture and Oiltanking through several subsidiaries and joint ventures. ZGL is listed on the National Stock Exchange of India Limited and BSE Limited.

4. **Texmaco Infrastructure & Holdings Limited ('TIHL')** – engaged in the business of Real Estate and Hydro electric power generation. TIHL is listed on the National Stock Exchange of India Limited, BSE Limited and the Calcutta Stock Exchange Limited.

BUSINESS MODEL / OVERVIEW AND STRATEGY OF TEXMACO HI-TECH

Upon this Scheme becoming effective and with effect from the Appointed Date, all present and future assets and liabilities, whether or not recorded in the books of accounts of the Texmaco Hitech, and the entire business of Texmaco Hitech, shall stand transferred to and vested in the Texmaco Rail & Engineering Limited, as a going concern, without any further act or deed, as per the provisions contained herein.

The Company is authorized to engage in the business of designing, manufacturing and trading in fabricated locomotive bogie frames and wagons, and providing customer support services, management services and other consultancy services pertaining to the above. It was intended to cater to the huge requirement of locomotive, wagon and coach components for Australian market, however, with shrinking a commodity market, the Australian demand dried up and the Company is presently catering to the diverse sectors of industries including Railways, both in India and abroad.

DETAILS OF BOARD OF DIRECTORS OF TEXMACO HI-TECH

SI No.	Name, Designation and DIN	Date of Appointment	Qualification & Experience
1	Shri Indrajit Mookerjee Independent Director DIN: 01419627	February 20, 2016	Shri Mookerjee, is an IITan from Kharagpur, having 20 years of experience working abroad and a total year of experience of 45 years. He is the Director of Lorch Welding Products Private Limited and he is also associated with the Tollygunge Club Limited. Shri Mookerjee is also a very active social worker.
2	Shri Rumesh Kumar Handa Independent Director DIN: 05134374	February 20, 2016	Shri Handa has done Masters in Psychology, started his career as a lecturer and thereafter joined IPS in 1967, after retiring from IPS services, beside the company, he is associated with RRM Advisory Services Private Limited.
3	Shri Sandeep Fuller Non-executive Director DIN: 06754262	December 18, 2013	Shri Sandeep Fuller is a Managing Director of Texmaco Rail & Engineering Limited. He has done B.Tech & PGD in Management. He has experience of 20 years with Indian Railways in various capacities and in Larsen & Toubro and his Core experience in the domain of Rolling Stock, Metro Coaches, Locomotives, Traction and Maintenance
4	Shri D. H. Kela Non-executive Director DIN: 01050842	May 28, 2016	Shri D. H. Kela is an Executive Director of Texmaco Rail & Engineering Limited. He has done B.E. (Metallurgy). He has vast experience of more than 48 years in the industry and holding senior positions in engineering and metallurgical companies.
5	Shri A. K. Vijay Non-executive Director DIN: 01103278	December 24, 2010	Shri A. K. Vijay is an Executive Director of Texmaco Rail & Engineering Limited. He is a qualified Chartered Accountant and Company Secretary with an experience of 40 years in his professional field.

OBJECTS OF THE ISSUE

Texmaco Hitech Private Limited does not propose to raise any capital and hence the same is not applicable.

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issues, if any, of the Company in the preceding 10 years. Texmaco Hitech is an unlisted company and has not undertaken any public / rights issue since incorporation and hence the same is not applicable.

Name of the Monitoring Agency: Not Applicable

In terms of the Memorandum of Association of Texmaco Hitech, its primary objects amongst other main objectives as on the date of this Abridged Prospectus is as under:

- To carry on the business of designing, manufacturing, producing, processing, importing, exporting, marketing, trading, distributing, supplying, servicing, assembling, warehousing, developing, engineering, testing, integrating, altering, customizing, building, converting, dismantling, fabricating, maintaining, managing, modifying, refitting, refurbishing, repairing, reconstructing, remanufacturing, renovating, reconditioning, remodelling, advising, consulting and dealing in all descriptions, specifications, modalities, capacities, strengths, shapes, sizes, varieties, of fabricated locomotive bogie frames and wagons.
- To carry on the business of customer support services, after sales services, logistics support services, business management systems, back office operations, engineering support services, system integration services, integrations and management systems, market research and market support services, information technology support services, calibration, research and development, management services and other services in relation to the activities as mentioned in sub Clause 1, hereinabove.

CAPITAL STRUCTURE OF HITECH AS ON DATE OF THIS ABRIDGED PROSPECTUS

Authorised Share Capital	Rs. 100,00,00,000 comprising of 3,50,00,000 equity shares of Rs. 10 each and 65,00,000 preference shares of Rs. 100 each
Issued, Subscribed and Paid up Capital	Rs. 83,45,00,000 comprising of 2,34,50,000 equity shares of Rs. 10 each and 65,00,000 preference shares of Rs. 100 each

SHAREHOLDING PATTERN OF HITECH

Sl. No.	Particulars	Pre Scheme of Arrangement as on 18th September 2017		Post Scheme of Arrangement*	
		No. of shares	%age	No. of shares	%age
1	Promoter	23,45,000	100	—	—
2	Public	—	—	—	—
3	Non Promoter Non Public (Employee Benefit Trust under SEBI (Share Based Employee Benefit) Regulations, 2014	—	—	—	—

*Upon the Scheme becoming effective, Texmaco Hitech shall amalgamate into and with TexRail, and shall be deemed to have been dissolved without winding up.

Texmaco Hi-tech is a wholly owned subsidiary of TexRail. The equity shares held by the Amalgamated Company in Texmaco Hitech shall be cancelled without consideration upon the Scheme becoming effective.

SUMMARY OF FINANCIAL STATEMENTS

The summary of the financial position of Texmaco Hi-tech for the last 5 years is give below :

Details of financial position of last five years:

Particulars	Rupees in Lacs				
	Audited as on 31.03.2018	Audited as on 31.03.2017	Audited as on 31.03.2016	Audited as on 31.03.2015	Audited as on 31.03.2014
	2017-18	2016-17	2015-16	2014-15	2013-14
Equity Paid-up Capital	2,345.00	2,345.00	2,345.00	2,345.00	2,345.00
Reserves and surplus (Net of Rev. Reserve)	(1,455.15)	(569.28)	516.31	2,134.28	3,724.86
Carry forward losses	(6,435.71)	(5,347.15)	(3,723.22)	(2,132.64)	(294.12)
Net Worth	889.85	1,775.72	2,861.31	4,479.28	6,069.86
Secured Loans	514.37	402.12	1,301.78	1,054.12	893.08
Unsecured Loans (Incl. Pref. Share)	7,100.00	7,000.00	6,000.00	6,000.00	—
Fixed Assets	8,164.06	8,651.21	9,153.76	9,598.94	10,187.96
Income from Operations	563.88	781.36	848.70	2,078.68	1,491.17
Total Income	565.33	786.68	894.94	2,163.49	1,533.67
Total Expenditure	1,452.63	1,875.24	2,532.50	3,754.07	3,346.45
Profit before Tax	(887.30)	(1,088.56)	(1,637.56)	(1,590.58)	(1,812.78)
Profit after Tax	(887.30)	(1,088.56)	(1,623.93)	(1,590.58)	(1,838.52)
Cash profit	(374.78)	(576.22)	(1,076.47)	(855.33)	(1,022.86)
EPS	(5.14)	(6.00)	(8.29)	(6.78)	(7.84)
Return on Net worth	-99.71%	-61.30%	-56.75%	-35.51%	-30.29%
Book value	3.79	7.57	12.20	19.10	25.88

INTERNAL RISK FACTORS

Since upon effectiveness of the Scheme, Texmaco Hitech will be amalgamated into Texmaco Rail & Engineering Limited, and shall be deemed to have been dissolved without winding up, this information is not applicable.

SUMMARY OF MATERIAL OUTSTANDING LITIGATIONS, PENAL ACTIONS

There are no material litigations outstanding against the Company or any criminal proceedings against any Promoter.

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 1956/ 2013 ('Act') and the guidelines / regulations issued by the Government of India or the guidelines, as the case may be, have been complied with and no statement made in this Abridged Prospectus is contrary to the provisions of the Act, or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Abridged Prospectus are true and correct.

For Texmaco Hitech Private Limited

Sd/-
Damodar Hazarimal Kela
Director
DIN: 01050842
Date: 8th August, 2018

BRIGHT POWER PROJECTS (INDIA) PRIVATE LIMITED

(Bright Power Projects (India) Private Limited was incorporated on January 10, 1994 under the Companies Act, 1956. The Corporate Identification Number of the Company is U32109WB1994PTC220449.

Registered Office: Belgharia, Kolkata - 700 056, West Bengal
Tel.: +91 33 25691500, Fax: +91 33 2541 2448 / 3517
E-mail: s.fuller@texmaco.in

Contact Person: Shri Sandeep Fuller

**Promoters of Bright Power Projects (India) Private Limited:
M/s Texmaco Rail & Engineering Limited and Shri Udyavar
Vittal Kamath***

*Upon the Scheme of Arrangement becoming effective, the promoters of Bright Power Projects (India) Private Limited shall be identified in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations")

Please ensure that you also read the Scheme of Arrangement approved vide their resolutions dated 18th September, 2017 by the Board of Directors of Texmaco Rail & Engineering Limited, Texmaco Hitech Private Limited and Bright Power Projects (India) Private Limited ('Scheme' / 'Scheme of Arrangement') as well as Audit Committee of Texmaco Rail & Engineering Limited and Texmaco Hitech Private Limited.

FOR PRIVATE CIRCULATION TO THE SHAREHOLDERS OF TEXMACO RAIL & ENGINEERING LIMITED ONLY

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PROSPECT US**

ABRIDGED PROSPECTUS

This document is prepared to comply with the requirement of Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (as amended from time to time, 'SEBI Circular'), and sets out the disclosures in an abridged prospectus format as provided in Part D of Schedule VIII of the SEBI ICDR Regulations, to the extent applicable. The requirements with respect to General Information Document are not applicable and this Abridged Prospectus should be read accordingly.

COMPANY'S ABSOLUTE RESPONSIBILITY

The Amalgamating Company 2 [Bright Power Projects (India) Private Limited], having made all reasonable inquiries, accepts responsibility for and confirms that the Abridged Prospectus contains all information with regard to the Amalgamating Company 2, which is material in the context of the Scheme, that the information contained in the Abridged Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which will make the Abridged Prospectus as a whole, or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

GENERAL INFORMATION

Bright Power Projects (India) Private Limited ('Bright Power') was incorporated on January 10, 1994 under the Companies Act, 1956. The Corporate Identification Number of the Company is U32109WB1994PTC220449.

Registered Office of the Company

Belgharia, Kolkata - 700 056, West Bengal

Tel.: +91 33 25691500

Fax: +91 33 2541 2448 / 3517

E-mail: s.fuller@texmaco.in

Contact Person: Shri Sandeep Fuller, Director

Statutory Auditor

Shah & Taparia

Chartered Accountants

12, Navjeevan Wadi

Dhobi Talao,

Mumbai - 400 002

Firm Registration No.: 109463W

PROMOTER OF BRIGHT POWER PROJECTS (INDIA) PRIVATE LIMITED

Texmaco Rail & Engineering Limited ('TexRail') and Shri Udyavar Vittal Kamath are the Promoters of Bright Power.

TexRail was incorporated on 25.06.1998 as a Public Limited Company under the Companies Act, 1956, having its registered office at Belgharia, Kolkata - 700056. The CIN of TexRail is L29261WB1998PLC087404.

TexRail is involved in the business of manufacturing of rolling stock, such as wagons, coaches, EMUs loco shells & parts, etc., hydro mechanical equipments, steel castings, Rail EPC, bridges and other steel structures.

The equity shares of TexRail are listed on the National Stock Exchange of India Limited, BSE Limited and The Calcutta Stock Exchange Limited.

Shri Udyavar Vittal Kamath has 30 years of experience in designing, planning and execution of all types of turnkey electrical projects. He holds a B.E. (Electrical) Degree. He is also a Director of the Company.

NAME OF FOUR LISTED GROUP COMPANIES

(As Per Schedule VIII (Part A) (2) (IX) (C) (2) of the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009:

1. **Texmaco Rail & Engineering Limited** - Engaged in the business of manufacturing of rolling stock, such as wagons, coaches, EMUs loco shells & parts, etc., hydro mechanical equipments, steel castings, Rail EPC, bridges and other steel structures. Tex Rail is listed on the National Stock Exchange of India Limited, BSE Limited and the Calcutta Stock Exchange Limited.
2. **Zuari Agro Chemicals Limited ('ZACL')** - is a single-window agricultural solution provider, and partners with Indian farmers for progress and prosperity. It enables agricultural self-sufficiency and economic independence by providing fertilisers that are both affordable and effective. ZACL is committed to effective utilization of resources and innovative initiatives for the well-being of the farming community and is listed on the National Stock Exchange of India Limited and BSE Limited.
3. **Zuari Global Limited ('ZGL')** - erstwhile Zuari Industries Limited, has been the principal promoter entity for the Zuari Group of Companies, with forays into fertilizer, seeds, engineering, lifestyle industries and services. Besides growing the fertilizer business of the group to its present preeminent status as one of India's leading fertilizer conglomerates, it has a substantial presence in the areas of pesticides, financial services, RTA furniture and Oiltanking through several subsidiaries and joint ventures. ZGL is listed on the National Stock Exchange of India Limited and BSE Limited.

4. **Texmaco Infrastructure & Holdings Limited ('TIHL')** – engaged in the business of Real Estate and Hydro electric power generation. TIHL is listed on the National Stock Exchange of India Limited, BSE Limited and the Calcutta Stock Exchange Limited.

BUSINESS MODEL / OVERVIEW AND STRATEGY OF BRIGHT POWER

Upon this Scheme becoming effective and with effect from the Appointed Date, all present and future assets and liabilities, whether or not recorded in the books of accounts of the Bright Power, and the entire business of the Bright Power, shall stand transferred to and vested in the Texmaco Rail & Engineering Limited, as a going concern, without any further act or deed, as per the provisions contained herein.

The Company is authorized to engage in the business of electrical engineering, manufacturing and trading in industrial

goods and equipment and execution of and providing consultancy services in regard to electro-mechanical engineering contracts and is primarily engaged in and specializes in electrification solutions for the Railways and diverse sectors such as power, utilities, Metro Rail System, petrochemicals, pharmaceuticals, etc. It is also engaged in supplying and installation of overhead electrical equipment (OHE) to various entities of Indian Railways.

In terms of the Memorandum of Association of Bright Power, its main objects as on the date of this Abridged Prospectus is as under:

To promote, establish, acquire and run or otherwise carry on the business of Electrical Engineering, Manufacturing of and trading in Industrial Goods and equipments, execution of Electro-mechanical Contracts, providing consultancy service and advising in electro mechanical engineering matter for Industries.

DETAILS OF BOARD OF DIRECTORS OF BRIGHT POWER

SI No.	Name, Designation and DIN	Date of Appointment	Qualification & Experience
1	Shri U. V. Kamath Executive Director DIN: 00648897	January 10, 1994	Shri U. V. Kamath holds a B.E. (Electrical) Degree. He has an experience of 30 years in designing, planning and execution of all types of turnkey electrical projects.
2	Shri Sandeep Fuller Non-executive Director DIN: 06754262	January 4, 2016	Shri Sandeep Fuller is Managing Director of Texmaco Rail & Engineering Limited. He has done B.Tech & PGD in Management. He has experience of 20 years with Indian Railways in various capacities and in Larsen & Toubro and his Core experience in the domain of Rolling Stock, Metro Coaches, Locomotives, Traction and Maintenance.
3	Shri A. K. Vijay Non-executive Director DIN: 01103278	January 4, 2016	Shri A. K. Vijay is an Executive Director of Texmaco Rail & Engineering Limited. He is a qualified Chartered Accountant and Company Secretary with an experience of 40 years in his professional field.
4	Shri Rumesh Kumar Handa Independent Director DIN: 05134374	May 3, 2018	Shri Handa has done Masters in Psychology, started his career as a lecturer and thereafter joined IPS in 1967, after retiring from IPS services, beside the company, he is associated with RRM Advisory Services Private Limited.
5	Shri Bhupendra Kumar Bhutia Independent Director DIN: 08153599	June 8, 2018	Shri Bhutia is a Qualified Chartered Accountant and is currently practising with a firm. He has been inducted on the Board of the company because of his expertise knowledge in the area of finance and accountancy.

OBJECTS OF THE ISSUE

Bright Power Projects (India) Limited does not propose to raise any capital and hence the same is not applicable.

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issues, if any, of the Company in the preceding 10 years. Bright Power is an unlisted company and has not undertaken any public / rights issue since incorporation and hence the same is not applicable.

Name of the Monitoring Agency: Not Applicable

CAPITAL STRUCTURE OF BRIGHT POWER AS ON DATE OF THIS ABRIDGED PROSPECTUS	
Authorised Share Capital	Rs. 2,00,00,000 comprising of 20,00,000 equity shares of Rs. 10 each
Issued, Subscribed and Paid up Capital	Rs. 1,30,00,000 comprising of 13,00,000 equity shares of Rs. 10 each

SHAREHOLDING PATTERN OF HITECH					
Sl. No.	Particulars	Pre Scheme of Arrangement		Post Scheme of Arrangement*	
		No. of shares	%age	No. of shares	%age
1	Promoter	13,00,000	100	—	—
2	Public	—	—	—	—
3	Non Promoter Non Public (Employee Benefit Trust under SEBI (Share Based Employee Benefit) Regulations, 2014	—	—	—	—

*Upon the Scheme becoming effective, Bright Power shall amalgamate into and with TexRail, and shall be deemed to have been dissolved without winding up.

Texmaco Rail & Engineering Limited ('Amalgamated Company') shall issue, in aggregate 47,85,300 (Forty Seven Lakh Eight Five Thousand Three Hundred) fully paid-up equity shares of Re. 1 (Rupee one) each to the shareholders of Bright Power (as on the record date) in a manner that each such equity shareholder of the Bright Power shall be issued 818 (Eight Hundred and Eighteen) fully paid-up equity shares of Re 1 (Rupee One) each of the Amalgamated Company for every 100 (One Hundred) fully paid-up equity shares of Rs.10 (Rupees Ten) each held by such equity shareholder of the Bright Power. The equity shares held by the Amalgamated Company in Bright Power shall be cancelled without consideration upon the Scheme becoming effective.

SUMMARY OF FINANCIAL STATEMENTS

Details of financial position of last five years:

Rupees

Particulars	Audited as on 31.03.2018	Audited as on 31.03.2017	Audited as on 31.03.2016	Audited as on 31.03.2015	Audited as on 31.03.2014
	2017-18	2016-17	2015-16	2014-15	2013-14
Equity Paid-up Capital	13,000,000	13,000,000	13,000,000	13,000,000	13,000,000
Reserves and surplus	499,353,730	444,664,782	398,674,060	350,011,813	291,215,153
Carry forward losses	0	0	0	0	0
Net Worth	512,353,730	457,664,782	361657090	311601455	251882021
Secured Loans	901,630,863	592,220,269	488,204,201	308,615,463	328,288,263
Unsecured Loans	125,000,000	130,000,000	90,000,000	53,060,459	33,616,065
Fixed Assets	99,496,974	96,268,889	104,599,106	94,000,904	99,272,922
Income from Operations	2,165,934,583	1,775,257,006	1,012,991,386	783,273,226	779,280,477
Total Income	2,167,219,362	1,792,598,842	1,027,679,222	793,702,396	782,926,852
Total Expenditure	1,970,122,068	1,687,537,406	946,942,825	704,298,970	701,557,447
Profit before Tax	197,097,294	105,061,436	80,736,397	89,403,426	81,369,404
Profit after Tax	119,804,585	66,438,171	490,42,539	60,050,165	53,085,252
Cash profit	129,746,844	74,990,181	54,580,647	66,731,292	57,138,317
EPS	93.71	52.73	37.73	46.19	40.83
Book value	394.12	352.05	278.20	239.69	193.76
Return on Net worth (%)	23.38%	14.52%	13.56%	19.27%	21.08%

INTERNAL RISK FACTORS

Since upon effectiveness of the Scheme, Bright Power shall stand amalgamated into and with Texmaco Rail & Engineering Limited, and shall be deemed to have been dissolved without winding up, this information is not applicable.

SUMMARY OF MATERIAL OUTSTANDING LITIGATIONS, PENAL ACTIONS

There are no material litigations outstanding against the Company or any criminal proceedings against any Promoter.

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 1956 / 2013('Act') and the guidelines / regulations issued by the Government of India or the guidelines, as the case may be, have been complied with and no statement made in this Abridged Prospectus is contrary to the provisions of the Act, or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Abridged Prospectus are true and correct.

For Bright Power Projects (India) Private Limited

Sd/-
Sandeep Fuller
Director
DIN: 06754262
Date: 8th August, 2018