


Texmaco Rail & Engineering Ltd.
Belgharia Works
CIN No.: L29261WB1998PLC087404
GSTIN No. 19AABCT2592E1ZA
TEXMACO

Compliance report with the requirements specified in SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015

Sub: Application under Regulation 37 of the SEBI (LODR) Regulations, 2015 for the proposed scheme of amalgamation between Texmaco Rail & Engineering Limited, Texmaco Hi-tech Private Limited and Bright Power Projects (India) Private Limited

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Compliance Status (Yes / No)
1	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Yes, BSE Limited
Compliance as per Para I (A) (3) of Annexure I to the Circular		
2	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/	Yes
2.b	reconstruction/ reduction of capital, etc.	
2.c	Valuation Report as per Para 1(A)(4) of Annexure-I of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Yes
2.d	Report from the Audit Committee recommending the Draft Scheme	Yes
2.e	Fairness opinion by merchant banker	Yes
2.f	Pre and post amalgamation shareholding pattern of unlisted company	Yes
2.g	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Yes
2.h	Auditor's Certificate as per Para 1(A)(5) of Annexure-I of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Yes
2.i	Compliance with requirements of Regulation 17 to 27 of Listing Regulations	Yes
2.j	Complaints Report as per Annexure III of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Will be submitted in due course



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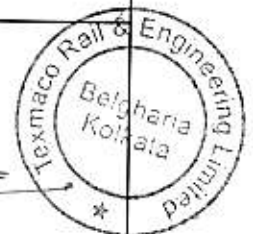
Compliance as per Para I (A) (1) of Annexure I to the Circular		
3	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956 or under Section 230-234 of the Companies Act, 2013	Not Applicable
4	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Yes
5	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Yes
6	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Yes
7	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Lock-in period is not there

Date 26th September, 2017

Place Kolkata

Authorised Signatory and Stamp of the company

Ravi Varma



Name Ravi Varma

Designation Company Secretary