



Texmaco Rail & Engineering Ltd.

Belgharia Works

CIN No.: L29261WB1998PLC087404

GSTIN No. 19AABCT2592E1ZA
Dated: 20th September, 2017

TEXMACO

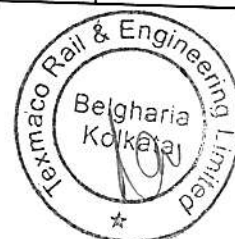
The Listing Department
National Stock Exchange of India Limited,
5th Floor, Exchange Plaza,
Bandra - Kurla Complex,
Bandra (E),
Mumbai - 400 051

Dear Sir,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed scheme of Arrangement 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 submit the following documents as indexed below:

| Sr. No. | List of Documents/ details to be submitted | Yes/No/Not Applicable/ To be |
|---------|---|------------------------------|
| 1 | Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc | Yes, Attached as Annexure 1 |
| 2 | Valuation Report as per Para 1(A)(4) of Annexure-I of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015 | Yes, Attached as Annexure 2 |
| 3 | Report from the Audit Committee recommending the Draft Scheme, taking into consideration, inter alia, the Valuation Report. | Yes, Attached as Annexure 3 |
| 4 | Fairness opinion by merchant banker on valuation of assets / shares done by the valuer for the listed entity and unlisted company | Yes, Attached as Annexure 4 |
| 5 | Shareholding pattern in accordance with Regulation 31 (1) of the SEBI (LODR) Regulations, 2015 - for pre and post scheme of arrangement of the Companies. | Yes, Attached as Annexure 5 |
| 6 | Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company as per Annexure I | Yes, Attached as Annexure 6 |
| 7 | 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, Attached as Annexure 7 |
| 8 | Corporate Governance Report as per Regulation 27 (2) (a) of the SEBI (LODR) Regulations, 2015 | Yes, Attached as Annexure 8 |
| 9 | Compliance report with the requirements specified in SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015 as per Annexure II | Yes, Attached as Annexure 9 |



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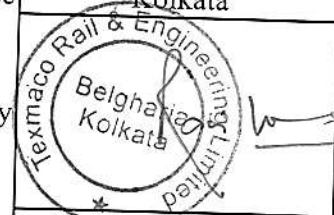
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| Sl. No. | Description | Response |
|---------|--|---|
| | Document required to submit wherein approval of shareholders to Scheme through postal ballot and e-voting (Para 1(A)(9)(a) of Annexure-I of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015) is not applicable: a) An undertaking certified by the auditor clearly stating the reasons for non applicability of Para 9 (a). b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate. | |
| 11 | Pre & Post Scheme Network of the Companies involved in the Scheme. Companies are required to submit Certificate from Statutory Auditors / Practicing Chartered Accountants / Practicing Company Secretary. | Yes, Attached as Annexure 10 |
| 12 | Board resolution approving the scheme of arrangement. | Yes, Attached as Annexure 11 |
| 13 | Confirmation from the Company Secretary in accordance with Regulation 11 of the SEBI (LODR) Regulations, 2015 i.e. scheme of arrangement /amalgamation /merger /reconstruction /reduction of capital etc. to be presented to any Court or Tribunal does not in any way violate, override or limit the provisions of securities laws or requirements of the stock exchange(s). | Yes, Attached as Annexure 12 |
| 14 | Rational behind the scheme of arrangement. | Yes, Attached as Annexure 13 |
| 15 | Brief details about the business of the Companies. | Yes, Attached as Annexure 14 |
| 16 | Website link of the Company where the draft Scheme and other required documents shall be uploaded (Also submit soft copy of the documents) | http://www.texmaco.in/wbfiles/bright.php |
| 17 | Complaints Report as per Para 1(A)(6) of Annexure-II of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015 | Will be submitted in due course |
| 18 | Processing Fees of Rs. 2 Lac plus applicable service tax. (Non-Refundable) | Paid thru RTGS |

Date 26th September, 2017

Place Kolkata

Authorised Signatory and Stamp of the company



Name Ravi Varma

Designation Company Secretary

26.09.2017.