

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 20th Annual General Meeting of TEXMACO RAIL & ENGINEERING LIMITED will be held on **Tuesday, 4th September 2018 at 2:30 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 Statement including the Audited Consolidated Financial Statement of the Company, the Report of the Board of Directors and the Auditors' Report thereon for the year ended 31st March 2018.
2. To declare Dividend on Equity Shares for the year ended 31st March 2018.
3. To appoint a Director in place of Mr. Akshay Poddar (DIN: 00008686), who retires by rotation and offers himself for re-election.

AS SPECIAL BUSINESS

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

Item No.4

"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, M/s 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 2019, 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. 5

"RESOLVED that in partial modification to the Resolution passed by the Members at the 18th Annual General Meeting held on 26th September 2016, Mr. Sandeep Fuller (DIN: 06754262), who was appointed as the Executive Director of the Company,

be and is hereby re-designated as the Managing Director of the Company for a period of 5(Five) years with effect from 15th May 2018, liable to retire by rotation and on the terms and conditions including remuneration as approved earlier by the Members and as stated in the Explanatory Statement."

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

Item No. 6

"RESOLVED that pursuant to the provisions of Sections 196, 197, 198 and 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 appointment of Mr. Girish Chandra Agrawal (DIN: 08132434) as the Executive Director of the Company for a period of 5 (Five) years with effect from 15th May 2018, liable to be 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. 7

"RESOLVED that pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 (Act), the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as 'SEBI ESOP Regulations') and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and consent of the Company be and is hereby accorded respectively to the 'Texmaco Employee Stock Option Scheme 2018' (hereinafter referred to as the "ESOP Scheme 2018") and to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee / Compensation Committee which the Board has constituted to exercise its powers, including the powers, conferred by this Resolution) to create offer and grant from time to time up to 22,00,000 (Twenty Two Lakhs) Options to the permanent employees, existing and future, including the

Executive Directors of the Company, as may be decided solely by the Board under the ESOP Scheme 2018, exercisable into 22,00,000 (Twenty Two Lakhs) Equity Shares of face value of ₹ 1/- each fully paid up, in one or more tranches, on such terms and in such manner as the Board may decide in accordance with the provisions of the law or regulations issued by the relevant authorities."

"FURTHER RESOLVED that the Board be and is hereby authorised to issue and allot Equity Shares to the eligible employees and Executive Directors of the Company upon exercise of Options from time to time in accordance with ESOP Scheme 2018."

"FURTHER RESOLVED that the number of Options that may be granted to any permanent employee including any Executive Director of the Company, in any financial year and in aggregate under the ESOP Scheme 2018 shall not exceed 0.1% of the Paid-up Equity Share Capital of the Company."

"FURTHER RESOLVED that the Equity Shares to be allotted and issued by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company."

"FURTHER RESOLVED that in case of any corporate action(s) such as right issue, bonus issue, merger, sale of division and others, if additional Equity Shares are required to be issued by the Company to the Option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the above ceiling of 22,00,000 (Twenty Two Lakhs) Equity Shares shall be deemed to be increased to the extent of such additional Equity Shares issued."

"FURTHER RESOLVED that in case of the Equity Shares of the Company are either sub-divided or consolidated, then the number of Equity Shares to be allotted and the exercise price payable by the Option grantees under the ESOP Scheme 2018 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of ₹ 1/- per Equity Share shall bear to the revised face value of the Equity Shares of the Company after such sub-division or consolidation without affecting any other rights or obligations of the said allottees."

"FURTHER RESOLVED that the Board be and is hereby authorised to take necessary steps for listing of the Equity Shares allotted under the ESOP Scheme 2018 on the Stock Exchanges, where the Equity Shares of the Company are listed and to do all such acts, deeds and things and to execute all such deeds, documents, instruments and writings as it may at its sole and absolute discretion deem necessary or expedient and to settle such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard."

"FURTHER RESOLVED that the Board be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the terms and conditions of the Employee Stock Options or of the ESOP Scheme 2018 from time to time including but not limited to suspend, withdraw, terminate or revise the ESOP Scheme 2018 as it may deem fit, from time to time at its sole and absolute discretion in conformity with the provisions of the Act, the Memorandum and the Articles of Association of the Company, SEBI ESOP Regulations and any other applicable laws or regulations in force."

"FURTHER RESOLVED that the Board be and is hereby authorized to do all such acts, deeds and things, as it may, at its absolute discretion, deem fit including authorizing or directing to appoint merchant bankers, brokers, solicitors, registrars, investors service centre & other advisors, consultants or representatives, being incidental thereto and to delegate all or any of its powers herein conferred, to the effective implementation and administration of ESOP Scheme 2018 and also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard."

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 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 2018, being the remuneration agreed to be paid to him in normal course."

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

Item No. 9

"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, Mr. Utsav Parekh (DIN: 00027642), be and is hereby appointed to the Board of Directors as an Independent Director of the Company for a period of 5 (Five) years with effect from 4th September 2018."

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

Item No. 10

“RESOLVED that in partial modification to the Ordinary Resolution passed by the Members at the 16th Annual General Meeting of the Company held on 4th September 2014, appointing Mr. Amol Chandra Chakrabortti (DIN: 00015622) as an Independent Director of the Company for a period of 5(five) years i.e. from 4th September 2014 to 3rd September 2019 and in compliance with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulation, 2018, the same be and is hereby approved by way of a Special Resolution.”

Belgharia
Kolkata – 700 056
Dated: 30th July 2018

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

Item No. 11

“RESOLVED that in partial modification to the Ordinary Resolution passed by the Members at the 16th Annual General Meeting of the Company held on 4th September 2014, appointing Mr. Devarayapuram Ramasamy Kaarthikeyan (DIN: 00327907) as an Independent Director of the Company for a period of 5(five) years i.e. from 4th September 2014 to 3rd September 2019 and in compliance with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulation, 2018, the same be and is hereby approved by way of a Special Resolution.”

By the order of the Board
Ravi Varma
Company Secretary

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 2:30 PM on Sunday, 2nd September 2018.

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 50 (Fifty) 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, etc.) at the venue of the AGM.

- (ii) **The Register of Members of the Company will remain closed from Thursday, 30th August 2018 to Tuesday, 4th September 2018 (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 nos. 4 to 11 of the Notice as set out above, is annexed hereto.

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

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

- (v) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement, the Auditors' Report, the Report of the Board of Directors and all other documents annexed or attached thereto 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 IDs so far are requested to register their e-mail IDs, so that they can receive the Annual Report and all other communication from the Company through electronic mode.

- (vii) In line with the SEBI Circular and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 emphasizing electronic fund transfer, Members are requested to provide their Bank details to the Company / Registrar and Share Transfer Agent (RTA) in order to avail the electronic payment facility. Further to strengthen the guidelines and raising industry standards for RTA and the Companies, the SEBI has mandated for updation of Bank / PAN details of Shareholders holding Equity Shares in physical form and accordingly, the concerned Shareholders are requested to provide the details to RTA / Company.

(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 Private 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, e-mail IDs, 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 Equity Shares (which represents number of votes) as on the cut off date under 'FOR / AGAINST' or alternatively, 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 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 at geetaroychowdhury@gmail.com with a copy marked to evoting@karvy.com.
- (k) Any person who becomes a Member of the Company after the dispatch of the Notice and holding Equity Shares as on the cut-off date i.e., Tuesday 28th August 2018 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 **Tuesday, 28th August 2018 (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 Friday, 31st August 2018 and ends at 5.00 PM on Monday, 3rd September 2018**. 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) i.e. Tuesday, 28th August 2018** 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 vote 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. Tuesday, 4th September 2018. 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 Exchange(s) 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. 4

The Board on the recommendation of the Audit Committee, at its Meeting held on 15th May 2018 has approved the appointment of M/s DGM & Associates, Cost Accountants, as Cost Auditors to conduct the Audit of the Cost Records of the Company for the financial year ending 31st March 2019 in accordance with the provisions of Section 148 of the Companies Act, 2013 and the Rules framed thereunder at a remuneration of ₹ 1,75,000 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. 5 & 6

The Company has re-organised the responsibilities of the Management with the twin objectives of accelerating growth and furthering its strategic goals. This strategic re-alignment will enable the Company to focus on growth opportunities in the Rail EPC segment and other segments beside the Rolling Stock division. The Company aims to deepen the focus in each of these verticals as well as drive synergies between the verticals thru innovation and productivity. Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 15th May 2018 had approved the expanded role and responsibilities of Mr. Sandeep Fuller by re-designating him as the Managing Director of the Company. The Board of Directors at its Meeting held on the same date, has also approved the appointment of Mr. Girish Chandra Agrawal as the Executive Director.

Mr. Sandeep Fuller

Mr. Sandeep Fuller was re-appointed as the Executive Director of the Company by the Members through a Special Resolution at the 18th Annual General Meeting held on 26th September 2016 for a period of 5(Five) years w.e.f. 1st February 2017. Mr. Fuller has now been re-designated as the Managing Director of the Company by the Board of Directors at its Meeting held on 15th May 2018 for a period of 5(Five) years w.e.f. 15th May 2018.

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 2018):

Particulars	(₹ in Crores)
Gross Turnover	930.90
Other Income	51.59
Net profit as per Statement of Profit & Loss (After Tax)	10.07

(v) Foreign investments or collaborators, if any:

Not Applicable.

II. Information about the appointee:

(i) Background details:

Mr. Sandeep Fuller is a highly qualified professional aged 52 years (B.Tech'86, IIT Kanpur & PGD in Management). He has an outstanding experience of his working for nearly 20 years with Indian Railways in various capacities, and thereafter Larsen & Toubro before taking over his present assignment. His core experience is in the domain of Rolling Stock, Metro Coaches, Locomotives, Traction and Maintenance.

He has been a recipient of several distinguished awards for his outstanding performance, notably the Railway Minister's Award for the year 2008-09 for Mumbai Railway operations including sub-urban operations. He has to his credit a series

of papers presented on Modern Rolling Stock used in Delhi Metro and other related subjects. His high academic attainments and job experience are backed by specialised professional training at France in IT, University of York, UK, in International Traction Systems and other innovative programmes in Singapore and Malaysia.

(ii) Past remuneration during the financial year ended 31st March 2018:

Name of the Managing Director	Amount (₹ in Crores)
Mr. Sandeep Fuller	1.12

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 and 203 and 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. Sandeep Fuller be appointed as the Managing Director of the Company on the following terms and conditions:

1	Salary	₹ 4,03,500/- 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	Other Allowances	₹ 1,85,000/- per month
3	Perquisites CATEGORY – A	
	a) Housing	i) Free furnished accommodation or HRA up to 30% of salary. ii) The expenditure incurred on gas, electricity, water and furnishing shall be valued as per Income-tax Act, 1962.
	b) Medical Reimbursement / Allowance	As per the Rules of the Company.
	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 one Club. No admission or life membership fee will be paid by the Company.
	CATEGORY – B	
	a) Contribution to Provident Fund Superannuation Fund and National Pension Scheme	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.
4	In the event of the loss or inadequacy of profit in any financial year during his tenure as the Managing Director, the aforesaid remuneration shall be treated as minimum remuneration.	
5	The annual variation and increase in the remuneration of Managing Director shall not exceed 5% of the profits of the Company as calculated under Sections 197 and 198 of the Companies Act, 2013, read with 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. Sandeep Fuller, 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, the Managing Director 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 performance for the year was under severe pressure, due to very poor order book position of its wagon division including impact on execution of EPC contracts due to GST introduction, for a greater part of the year. The new orders started flowing in only towards the end of the year.

ii. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

The Railway segment is under prime focus of the Government with huge investment plan to upgrade the Infrastructure and operations to global standards, including new rail tracks, doubling of lines, upgradation of signalling system, rail safety, besides massive procurement programme for Rolling Stock. The present Government, with its focussed approach on vast infrastructure of the Indian Railways has committed to invest significantly in signalling & safety measures. The Rail EPC division of the Company is expected to encash the opportunities in Rail Infra sector.

The Company had filed the Scheme of Amalgamation of its two subsidiaries namely, Texmaco Hi-tech Private Limited and Bright Power Projects (India) Private Limited into the Company, which will propel the robust growth in future with consolidation of its core strength.

IV. Disclosures:

The information and Disclosures of the remuneration package of the Managing Director 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. Fuller for appointment as the Managing Director.

Except Mr. Fuller and his relatives, 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.

In view of the above and subject to passing of the Special Resolution as set out in the Notice, it will be in the interest of the Company that Mr. Fuller be appointed as the Managing Director of the Company.

Mr. Girish Chandra Agrawal

Mr. Girish Chandra Agrawal was appointed as the Executive Director of the Company by the Board of Directors at its Meeting at held on 15th May 2018 for a period of 5(Five) years w.e.f. 15th May 2018.

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 2018):

Particulars	(₹ in Crores)
Gross Turnover	930.90
Other Income	51.59
Net profit as per Statement of Profit & Loss (After Tax)	10.07

(v) Foreign investments or collaborators, if any:

Not Applicable.

II. Information about the appointee:

(i) Background details:

Mr. Girish Chandra Agrawal is a graduate Mechanical Engineer from Institute of Engineers (India) and Council of Engineering Institutions, London. He also has Engineering degrees in Electrical (Gold-Medalist) and Electronics and Telecommunications, from Institution of Engineers (India). While studying in IIT-Kanpur, he was selected in SCRA (Special Class Railway Apprentices) examination conducted by UPSC, to pursue a career in Indian Railways. Mr. Agrawal served this organization in various capacities for over 38 years till February, 2017.

He had the privilege of working in R&D Unit of Railways (RDSO, Lucknow) and had the distinction of working in three important Production Units of Railways i.e. Diesel Locomotive Works, Varanasi, Integral Coach Factory, Chennai and Rail Coach Factory, Kapurthala. During his stint in these manufacturing facilities, Mr. Agrawal got tremendous exposure and gained valuable experience in planning, machinery & plant, design, procurement, production, marketing and customer service and also worked as Divisional Railway Manager, Jodhpur. He had a brief tenure in Ministry of Railways (Railway Board), New Delhi as Advisor (Mechanical Engineering). His last assignment in the Railways was as General Manager, Western Railway where he had control over six divisions, with large work force.

(ii) Past remuneration during the financial year ended 31st March 2018:

Name of the Executive Director	Amount (₹ in Crores)
Mr. G. C. Agrawal	0.04

(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 and 203 and 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. Girish Chandra Agrawal be appointed as the Executive Director of the Company the following terms and conditions:

1	Salary	₹ 1,50,000/- 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	Other Allowances	₹ 2,52,000/- per month
3	Perquisites CATEGORY – A	
	a) Housing	i) Free furnished accommodation or HRA up to 30% of salary. ii) The expenditure incurred on gas, electricity, water and furnishing shall be valued as per Income-tax Act, 1962.
	b) Medical Reimbursement / Allowance	As per the Rules of the Company.

	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 one Club. No admission or life membership fee will be paid by the Company.
	CATEGORY – B	
	a) Contribution to Provident Fund Superannuation Fund and National Pension Scheme	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.
4	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.	
5	The annual variation and increase in the remuneration of Executive Director shall not exceed 5% of the profits of the Company as calculated under Sections 197 and 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. Girish Chandra Agrawal, 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, the Executive Director 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 performance for the year was under severe pressure, due to very poor order book position of its wagon division including impact on execution of EPC contracts due to GST introduction, for a greater part of the year. The new orders started flowing in only towards the end of the year.

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

The Railway segment is under prime focus of the Government with huge investment plan to upgrade the Infrastructure and operations to global standards, including new rail tracks, doubling of lines, upgradation of signalling system, rail safety, besides massive procurement programme for Rolling Stock. The present Government, with its focussed approach on vast infrastructure of the Indian Railways has committed to invest significantly in signalling & safety measures. The Rail EPC division of the Company is expected to encash the opportunities in Rail Infra sector.

The Company had filed the Scheme of Amalgamation of its two subsidiaries namely, Texmaco Hi-tech Private Limited and Bright Power Projects (India) Private Limited in to the Company, which will propel the robust growth in future with consolidation of its core strength.

IV. Disclosures:

The information and Disclosures of the remuneration package of the Executive Director 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. Agrawal for appointment as the Executive Director.

Except Mr. Agrawal and his relatives, 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.

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

Item No. 7

Your Company believes in rewarding its employees including the Directors for their continuous hard work, dedication and support, which has led the Company on the growth path. Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock based compensation scheme / plan. The objective of the Texmaco Employee Stock Option Scheme 2018 ('ESOP Scheme 2018') is to provide an incentive to attract and retain the key employees by way of rewarding their performance and motivate them to contribute to the corporate growth and profitability.

The main features of the ESOP Scheme 2018 are as under:

1. Total number of Options to be granted:

22,00,000 (Twenty Two Lakhs) Options exercisable into 22,00,000 (Twenty Two Lakhs) Equity Shares in the Company of face value of ₹ 1/- each fully paid-up, would be available for grant to the eligible employees of the Company under ESOP Scheme 2018, in one or more tranches.

The vested options which may lapse due to non-exercise and / or unvested options that may get cancelled due to resignation of the employees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per the provisions of ESOP Scheme 2018.

SEBI ESOP Regulations require that in case of any corporate action(s) such as right issue, bonus issue, merger, sale of division and others, a fair and reasonable adjustment needs to be made to the Options granted as well as the exercise price. Accordingly, if additional Equity Shares are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the above ceiling of Equity Shares shall be deemed to be increased to the extent of such additional Equity Shares issued.

2. Identification of classes of employees entitled to participate in the Employees Stock Option Scheme:

- i. Following classes of employees are entitled to participate in the ESOP Scheme 2018:
 - a. Permanent employees of the Company working in India or out of India.
 - b. Executive Directors of the Company.
- ii. Following persons are not eligible:
 - a. An employee who is a promoter or belongs to the Promoter Group.
 - b. A Director who either by himself or through his relatives or through any body corporate, directly or indirectly hold more than 10% of the issued and subscribed Equity Shares of the Company; and
 - c. An Independent Director within the meaning of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Transferability of Employee Stock Option:

The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option grantee, the right to exercise all the Options granted to him till such date shall be transferred to his legal heirs or nominees.

4. Lock-in period:

There shall be no lock-in period for the Equity Shares allotted pursuant to exercise of Options granted to the eligible employees under this ESOP Scheme 2018.

5. Requirements of vesting and period of vesting:

The Options granted shall vest so long as an employee continues to be in the employment of the Company. The Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee / Compensation Committee which the Board has constituted to exercise its powers) may at its discretion, lay down certain performance matrix on the achievement of which such Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted would vest subject to the minimum vesting period of 1 (one) year.

6. Maximum period within which the Options shall be vested:

Options granted under ESOP Scheme 2018 would vest subject to maximum period of 4 (four) years from the date of grant of such Options.

7. Exercise price or pricing formula:

The Exercise Price shall be average of the weekly high and low of the closing prices of the related Equity Shares, quoted on the stock exchanges which records highest trading volume in the Company's Equity Shares, during the twenty six weeks preceding the date of the Meeting of the Board of Directors at which the Scheme for granting the Options would be approved subject to the approval of Shareholders, and discounted by such percentage, not exceeding 30% of the above.

8. Exercise period and the process of Exercise:

Unless otherwise specified, all Options granted on any date shall vest so long as the employee continues to be in employment of the Company. The Options granted by the Board shall vest over a period of 3 (three) years in the following manner:-

- i) 25% of the Options at the end of minimum 1 (one) year from the date of grant;
- ii) 35% of the Options at the end of minimum 2 (two) years from the date of grant;
- iii) 40% of the Options at the end of minimum 3 (three) years from the date of grant.

The Board will formulate the other requirements of vesting from time to time.

The vested Options shall be eligible for exercise on and from the date of vesting. The vested Options need to be exercised within a year from the date of vesting of such Options. The vested Options shall be exercisable by the Employee by a written application expressing his / her desire to exercise such Options in such manner as prescribed by the Company from time to time. The Options shall lapse if not exercised within the specified exercise period. The Board at its discretion, will decide the exercise window for exercise of Options from time to time.

9. Appraisal process for determining the eligibility of employees under ESOP Scheme 2018:

The Options shall be granted to the employees as per performance appraisal system of the Company.

10. Maximum number of Options to be issued per employee and in aggregate:

The number of Options that may be granted to any specific employee under the ESOP Scheme 2018 shall not exceed the number of Equity Shares equivalent to 0.1% of the Paid-up Equity Share Capital of the Company in aggregate.

11. Disclosure and Accounting Policies:

The Company shall comply with the disclosures and the accounting policies prescribed under the SEBI ESOP Regulations.

12. Method of Valuation:

To calculate the employee compensation cost, the Company shall use the Intrinsic Value method for valuation of the Options granted. The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Report of the Board of Directors.

As the ESOP Scheme 2018 provides for issue of Equity Shares to be offered to persons other than the existing Shareholders of the Company, consent of the Members is being sought by way of Special Resolution, pursuant to Section 62 and other applicable provisions of the Companies Act, 2013 and as per the SEBI ESOP Regulations.

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 entitlements, if any, under the ESOP Scheme 2018.

Item No. 8

The Company had recorded the Profit before Tax and Profit after Tax for the year ended 31st March 2018 at ₹ 1451.41 Lakhs and ₹ 1007.71 Lakhs respectively.

The working results were impacted due to general sluggishness in the economy and inadequate orders for wagons 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. The execution of EPC contracts too suffered during the year due to initial transitional problems faced by the vendors due to GST introduction. In the light of the above, the earnings of the Company suffered during the year.

Pursuant to the provisions of Section 197 read 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 the Central Government.

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

Except the Executive Chairman and his relatives, 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.

Item No. 9

The Board, on the recommendation of the Nomination and Remuneration Committee, at its Meeting held on 30th July 2018, has approved the appointment of Mr. Utsav Parekh as an Independent Director to the Board of Directors of the Company for a period of 5(Five) years w.e.f. 4th September 2018.

Mr. Parekh has been a pioneer in the Investment Banking field in India. He has an experience of over 35 years in this field. He is the Promoter and Chairman of SMIFS Capital Market Limited which has grown to become one of the foremost Investment Banking companies in Kolkata. He is also one of the first private equity investors in India having invested in a full range of companies ranging from IT, Real Estate, Entertainment, Sports Management and Telecommunications amongst others. He in his personal capacity is a Director on the Board of various companies viz Mcleod Russel (India) Limited, Xpro India Limited, Texmaco Infrastructure & Holdings Limited, etc. He is also a member on the Board of the Indian Chamber of Commerce. He is also an Honorary Counsel of the Czech Republic in Kolkata. He was the Chairman of the YPO Kolkata Chapter and now he is on the Board of the World Presidents Organization (WPO). He is associated with various philanthropic organizations. He is a keen sports enthusiast and soccer in India. He is one of the Co-founders of ATK, the premier football club in the prestigious Indian Super League. His latest venture in business is the development of an Aerotropolis project in West Bengal, India.

The Company has received a declaration from Mr. Parekh that he meets the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements), 2015.

The Board of Directors is of the opinion that his vast knowledge and varied experience will be of great value to the Company and hence recommends the Resolution at Item No. 9 of this Notice for your approval.

Except Mr. Parekh and his relatives, 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.

Item No. 10

The Members of the Company on 4th September 2014 had approved the appointment of Mr. A. C. Chakrabortti as an Independent Director of the Company for a period of five years with effect from 4th September 2014.

As per the SEBI (LODR) Amendment Regulations, 2018, no listed entity shall appoint a person or continue the directorship of any person as non-executive director who has attained the age of seventy-five years as on 1st April 2019 unless a Special Resolution is passed to that effect.

Mr. A. C. Chakrabortti, aged 87 years, a qualified Chartered Accountant, was a Managing Partner of S. R. Batliboi & Co. and Ernst & Young. He had also held the position of President of the Institute of Chartered Accountants of India and was a Member of the Governing Committee of the International Federation of Accountants, New York. He is presently associated with a number of Companies as a Director.

In view of the background and valuable experience of Mr. Chakrabortti, it will be in the interest of the Company that he continues as a Director of the Company till the completion of his present term of appointment already approved by the Members. The Board believes that his experience and vision will contribute to the growth of the Company and also in navigating the Company with best Corporate Governance practices.

Except Mr. Chakrabortti and his relatives, 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.

Item No. 11

The Members of the Company on 4th September 2014 had approved the appointment of Mr. D. R. Kaarthikeyan as an Independent Director of the Company for a period of five years with effect from 4th September 2014.

As per the SEBI (LODR) Amendment Regulations, 2018, no listed entity shall appoint a person or continue the directorship of any person as non-executive director who has attained the age of seventy-five years as on 1st April 2019 unless a Special Resolution is passed to that effect.

Mr. D. R. Kaarthikeyan, aged 78 years, is a Graduate in Bachelor of Science (Chemistry and Agriculture) and is also a Bachelor of Law. After practising as Lawyer for three years, he got selected and appointed to the elite Indian Police Service and in that capacity he held several positions including District Superintendent of Police of large problematic districts like Gulbarga, Dharwar and Belgaum, major Districts of Karnataka State in India.

He held challenging positions like Chief of Investigation team of former Prime Minister Rajiv Gandhi assassination case; Director-General of Central Reserve Police Force, the largest para-military force in India; Director of the prestigious Central Bureau of Investigation of India; and Director-General in the National Human Rights Commission.

In 2010, Mr. Kaarthikeyan was conferred the Padma Shri, one of the highest civilian awards in the Country, by the Government of India in recognition of his exceptional and distinguished services rendered to the Nation. His services in the various fields have been recognised by grant of many awards and titles.

In view of the background and valuable experience of Mr. Kaarthikeyan, it will be in the interest of the Company that he continues as a Director of the Company till the completion of his present term of appointment already approved by the Members. The Board believes that his experience and vision will contribute to the growth of the Company and also in navigating the Company with best Corporate Governance practices.

Except Mr. Kaarthikeyan and his relatives, 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.

Related Information of Directors seeking appointment or re-appointment at the forthcoming Annual General Meeting for item nos. 3, 5, 6, 9, 10 and 11 -

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

Name of the Director	Mr. Akshay Poddar	Mr. Sandeep Fuller	Mr. G.C. Agrawal	Mr. Utsav Parekh	Mr. A. C. Chakrabortti	Mr. D. R. Kaarthikeyan
Age (in years)	42	52	61	61	87	78
Qualification	Honours in Accounting & Finance from London School of Economics and Political Science, University of London	B.Tech & PGD in Management	B.Tech	B.Com	B. Com, FCA FCA –England & Wales	B. Sc, LLB
Date of first Appointment on the Board	2nd September 2011	1st February 2014	15th May 2018	4th September 2018	25th September 2010	2nd September 2011
Expertise in specific functional areas	Managing large business set ups	<ul style="list-style-type: none"> Experience of 20 years with Indian Railways in various capacities Core experience in the domain of Rolling Stock, Metro Coaches, Locomotives, Traction and Maintenance 	<ul style="list-style-type: none"> Experience of over 38 years with Indian Railways in various capacities Core experience in the domain of Diesel Locomotive Works, Integral Coach and R & D Unit of Railways (RDSO). Served as Advisor in the Ministry of Railways. 	<ul style="list-style-type: none"> Has experience in Capital Markets and strong financial knowledge. Served as partner of Stewart & Company. 	Core experience in financial regulation sector, with expertise knowledge in financial & risk management	<ul style="list-style-type: none"> Experience in civil services Has held challenging position including DG of RPF, DG of NHRC
Remuneration last drawn (in crore)	N.A.	1.12	0.04	N.A.	N.A.	N.A.
Shareholding in the Company	14,820	30,000	Nil	Nil	1,800	Nil
Relationship with other Director / KMP in the Company	Son of Mr. S. K. Poddar	Nil	Nil	Nil	Nil	Nil

Name of the Director	Mr. Akshay Poddar	Mr. Sandeep Fuller	Mr. G.C. Agrawal	Mr. Utsav Parekh	Mr. A. C. Chakrabortti	Mr. D. R. Kaarthikeyan
Directorship held in other Companies	Adventz Securities Enterprises Limited Lionel Edwards Limited Lionel India Limited Mangalore Chemicals & Fertilisers Limited Texmaco Infrastructure & Holdings Limited Zuari Agro Chemicals Limited Indian Chamber of Commerce Abhishek Holdings Private Limited Adventz Finance Private Limited Adventz Finance Company Private Limited Greenland Trading Private Limited Indrakshi Trading Company Private Limited Hettich India private Limited Touax Texmaco Railcar Leasing Private Limited Adventz Homecare Private Limited	Bright Power Projects (India) Private Limited Texmaco Hi-tech Private Limited Touax Texmaco Railcar Leasing Private Limited Wabtec Texmaco Rail Private Limited Simon India Limited Texmaco Transtrak Private Limited Texrail SA (Pty) Limited Belur Engineering Private Limited	Touax Texmaco Railcar Leasing Private Limited	McLeod Russel India Ltd. Xpro India Ltd. Lend Lease Company (India) Ltd. Bengal Aerotropolis Project Ltd. SMIFS Capital Services Limited Indian Chamber of Commerce, Calcutta SMIFS Capital Markets Ltd. Nexome Real Estates Pvt. Ltd. Wizcraft International Entertainment Private Limited Texmaco Infrastructure & Holdings Limited	La Opala RG Limited Madhya Pradesh Madhya Kshetra Vidyut Vitran Company Limited Asian Hotels (East) Limited Chandras' Chemicals Enterprises Pvt. Limited East India Investment Co. Pvt. Limited Gwalior Webbing Co. Pvt. Limited Mazbat Properties Private Limited Mazbat Investment Private Limited	Texmaco Infrastructure & Holdings Limited Taj GVK Hotels and Resorts Limited Star Health and Allied Insurance Company Limited Raj Television Network Limited Lotus Eye Hospital and Institute Limited Life Positive Private Limited

Name of the Director	Mr. Akshay Poddar	Mr. Sandeep Fuller	Mr. G.C. Agrawal	Mr. Utsav Parekh	Mr. A. C. Chakrabortti	Mr. D. R. Kaarthikeyan
Chairmanship / Membership of Committees in Companies including those in the Company	Adventz Securities Enterprises Limited - Member of Shareholders/ Investors Grievance Committee Texmaco Infrastructure & Holdings Limited - Member of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee Zuari Agro Chemicals Limited – Member of Nomination & Remuneration Committee Texmaco Rail & Engineering Limited – Chairman of Stakeholders Relationship Committee and Member of Nomination and Remuneration Committee	Texmaco Hi-tech Private Limited - Member of Audit Committee and Nomination and Remuneration Committee Texmaco Rail & Engineering Limited - Member of Audit Committee	Nil	McLeod Russel India Ltd – Member of Stakeholders Relationship Committee SMIFS Capital Markets Limited – Member of Audit Committee Texmaco Infrastructure & Holdings Limited – Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. Member of CSR Committee	Texmaco Rail & Engineering Limited - Chairman of Audit Committee, Nomination and Remuneration Committee and Compensation Committee Asian Hotels (East) Limited - Chairman of Audit Committee Member of Nomination and Remuneration Committee and Corporate Social Responsibility Committee Madhya Pradesh Madhya Kshetra Vidyut Vitaran Company Limited - Member of Audit Committee and Nomination and Remuneration Committee La Opala Glass Limited - Member of Audit Committee and Nomination and Remuneration Committee	Texmaco Rail & Engineering Limited - Member of Audit Committee Star Health and Allied Insurance Company Limited - Member of Audit Committee Taj GVK Hotels and Resorts Limited - Member of Audit Committee and Remuneration Committee Lotus Eye Hospital and Institute Limited - Member of Audit Committee and Remuneration Committee

