

# TEXMACO RAIL & ENGINEERING LIMITED

CIN: L29261WB1998PLC087404

Registered Office: Belgharia, Kolkata - 700 056

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## NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 21<sup>st</sup> Annual General Meeting of **TEXMACO RAIL & ENGINEERING LIMITED** will be held on **Monday, 9<sup>th</sup> September 2019 at 2:00 P.M. at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata – 700 056**, to transact the following businesses:

### ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statement including the Audited Consolidated Financial Statement of the Company, the Reports of the Board of Directors and the Auditors Report thereon for the Financial Year ended 31<sup>st</sup> March 2019.
2. To declare Dividend on Equity Shares for the Financial Year ended 31<sup>st</sup> March 2019.
3. To appoint a Director in place of Mr. Damodar Hazarimal Kela (DIN: 01050842), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Ashok Kumar Vijay (DIN: 01103278), who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS

#### Item No. 5

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

“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(s) thereof for the time being in force), M/s DGM & Associates, Cost Accountants, (Firm Registration Number 000038), be and is hereby appointed as the Cost Auditor of the Company by the Board of Directors, to conduct the Audit of the Cost Records of the Company for the Financial Year ending 31<sup>st</sup> March, 2020, be paid ₹ 1,75,000/- plus out of pocket expenses and applicable taxes.”

#### Item No. 6

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

“RESOLVED that pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions

of the Companies Act, 2013 and the Rules framed thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Indrajit Mookerjee (DIN: 01419627), be and is hereby appointed to the Board of Directors as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 9<sup>th</sup> September 2019 to 8<sup>th</sup> September 2024.”

#### Item No. 7

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

“RESOLVED that pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Amal Chandra Chakrabortti (DIN: 00015622), be and is hereby re-appointed to the Board of Directors as an Independent Director of the Company for a term of 3 (Three) consecutive years with effect from 4<sup>th</sup> September 2019 to 3<sup>rd</sup> September 2022.”

#### Item No. 8

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

“RESOLVED that pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Devarayapuram Ramasamy Kaarthikeyan (DIN: 00327907) be and is hereby re-appointed to the Board of Directors as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 4<sup>th</sup> September 2019 to 3<sup>rd</sup> September 2024.”

#### Item No. 9

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

“RESOLVED that pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions

of the Companies Act, 2013 and the Rules framed thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sunil Mitra (DIN: 00113473) be and is hereby re-appointed to the Board of Directors as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 4th September 2019 to 3rd September 2024.”

**Item No. 10**

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

“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 for the time being in force), the approval of the Members of the Company be and is hereby accorded to 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 Directors, being the remuneration agreed to be paid to them in normal course as stated in the explanatory statement attached hereto.”

**Item No. 11**

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

“RESOLVED that in supersession of resolution passed by the Board of Directors at its meeting held on 27<sup>th</sup> October 2014 and pursuant to the provisions of Sections 179 and 180 and such other applicable provisions, if any of the Companies Act, 2013 (Act) read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modifications or re-enactments thereof) and pursuant to the provisions of Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors and/or any Committee of Directors thereof, to borrow any sum or sums of money, in one or more tranches, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/ or authority/authorities, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, bonds, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, with or without security such that the monies to be borrowed together with the monies already borrowed by the Company apart from the temporary loans obtained from the Company's bankers in ordinary course of business may, at any time, exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, subject to such aggregate borrowings not exceeding the amount of ₹ 2000 Crores.”

“FURTHER RESOLVED that the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and to delegate all or any of the above powers to a Committee constituted by the Board and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

“FURTHER RESOLVED that the Board of Directors of the Company be and are hereby authorized to finalise with Banks/ Financial Institutions, the documents for creating pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immoveable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any moveable or immoveable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time and to do all such acts, deeds, matters and things as may be necessary, proper and expedient or incidental for giving effect to this resolution.”

“FURTHER RESOLVED that Messrs. S. K. Poddar, Sandeep Fuller, D. H. Kela, G. C. Agrawal and A. K. Vijay, Directors of the Company and Company Secretary be and are hereby severally authorised to sign / digitally certify all the requisite forms/ returns and other relevant documents as provided in the Act and file / e-file the same with the Ministry of Corporate Affairs/ Registrar of Companies or other statutory bodies / authority(ies) as applicable.”

**Item No. 12**

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

“RESOLVED that pursuant to the provisions of the Companies Act, 2013 including Sections 23, 42, 62, 71 and 179 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the Companies Act) and the rules and regulations made thereunder (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force) (Companies Act) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to and in accordance with any other applicable laws or regulations, including without limitation, listing agreement entered into with the stock exchanges where the equity shares of the Company are listed (Stock Exchanges), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI ICDR Regulations) (including any amendment thereto or re-enactment thereof, for the time being in force), provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended,

provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares through (Depository Receipt Mechanism) Scheme, 1993, as amended (FCCB Scheme), the Foreign Exchange Management Act, 1999 (FEMA), as amended, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended, Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004, as amended and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time to time, by Securities and Exchange Board of India, Reserve Bank of India (RBI) (including RBI's circulars, notifications and directions on External Commercial Borrowings), the Stock Exchanges, the Government of India, the Ministry of Corporate Affairs or any other relevant authority from time to time (Governmental Authorities), to the extent applicable, and subject to such other approvals, consents, permissions and sanctions as may be required from such Governmental Authorities or any other regulatory/ statutory authorities, in India or abroad from time to time, to the extent applicable and subject to such conditions and modifications as may be prescribed, stipulated or imposed by such Governmental Authorities while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constituted to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot, such number of equity shares of the Company with a face value of ₹ 1/- (Rupee One) each (Equity Shares) and/or Equity Shares through convertible bonds (whether denominated in Indian rupees or foreign currency) and/or other securities convertible into Equity Shares at the option of the Company and/or the holder(s) of such securities and/or convertible securities linked to Equity Shares, or the issue of non-convertible debentures and/or Foreign Currency Convertible Bonds (FCCBs) and/or Non-Convertible Debentures (NCDs) and/or Partly Convertible Debentures (PCDs), Optionally Convertible Debentures (OCDs) and/or any other permitted fully and/or partly-paid securities/ instruments/ warrants, convertible into or exchangeable for Equity Shares at the option of the Company and/or holder(s) of the security(ies) and/ or securities linked to Equity Shares, in registered or bearer form, secured or unsecured, unlisted or listed on a recognized stock exchange in India or abroad, whether rupee denominated or denominated in foreign currency (all of which are hereinafter collectively referred to as Securities) or any combination of Securities, in one or more tranches, in India or in course of international offering(s) in one or more foreign markets, by way of one or more public and/ or private offerings or any combination thereof, through issue of requisite offer document to any eligible person, whether residents and/or non-residents, and/or to such investors who are eligible to acquire such Securities in accordance with all applicable laws, rules, regulations, guidelines and approvals and whether

they be holders of the Equity Shares of the Company or not (collectively called the Investors) as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations in consultation with the lead managers, arrangers, advisors or other intermediaries, for an aggregate amount not exceeding ₹ 300 crores (Rupees three hundred crores only) or its equivalent thereof, in one or more currencies, if any, inclusive of such premium as may be fixed on the Securities by offering the Securities, at such price or prices or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest, etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with book running lead manager(s) and/or arrangers and/or underwriter(s) and/or other advisor(s) or intermediary (ies) appointed and / or to be appointed by the Company (the Issue) and without requiring any further approval or consent from the members."

"FURTHER RESOLVED that in case of any offering of Securities, including without limitation any FCCBs other securities convertible into equity shares, the Board (including a Committee of the Board) be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue/offering in respect of such Securities and such equity shares shall rank pari-passu with the existing equity shares of the Company in all respects including entitlement to dividend, except as may be provided otherwise under the terms of issue/offering and in the offer document and/or offer letter and/or offering circular and /or listing particulars."

"FURTHER RESOLVED that in addition to all applicable Indian laws, the Securities issued pursuant to this resolution shall also be governed by all applicable laws of any foreign jurisdiction where such Securities are or are proposed to be marketed or listed, or that may in any other manner apply in this relation."

"FURTHER RESOLVED that in the event the Securities are proposed to be issued as FCCBs, the relevant date for the purpose of pricing the Securities shall be determined in accordance with the FCCB Scheme as the case may be (including any amendments thereto or re-enactment thereof, for the time being in force) or as may be permitted under applicable law."

"FURTHER RESOLVED that the Board / Committee of Directors be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any Securities referred to above or as may be necessary in accordance with the terms of the Issue and all such Equity Shares

shall rank pari passu inter-se and with the then existing Equity Shares of the Company in all respects, including entitlement to dividend, which shall be subject to relevant provisions of the Memorandum of Association and Articles of Association of the Company and the applicable laws and regulations including any rules and regulations of any Stock Exchanges.”

“FURTHER RESOLVED that without prejudice to the generality of the above, the Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law.”

“FURTHER RESOLVED that the Board / Committee of Directors be and is hereby authorized to engage, appoint lead manager(s), arranger(s), underwriter(s), guarantor(s), depositories, custodian(s), registrar(s), stabilizing agent(s), trustee(s), banker(s), lawyer(s), advisor(s) and all such professionals or intermediaries or agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, arrangement(s), placement agreement(s)/ underwriting agreement(s) / deposit agreement(s) / trust deed(s) / subscription agreement/ payment and conversion agency agreement/ any other agreements or documents, etc., with such agencies and also to seek the listing of such Securities on the Stock Exchange(s)/ International Stock Exchanges and the Equity Shares to be issued on conversion of the Securities as set forth in the aforesaid resolution, if any, on the Stock Exchange(s), authorizing any director(s) or any officer(s) of the Company to sign for and on behalf of the Company, the offer document(s), agreement(s), arrangement(s), application(s), authority letter(s), or any other related paper(s) / document(s) and give any undertaking(s), affidavit(s), certificate(s), declaration(s) as the Board may in its absolute discretion deem fit including the authority to amend or modify the aforesaid document(s).”

“FURTHER RESOLVED that for the purpose of giving effect to any offer, issue or allotment of Securities or instruments representing

the same, as described above, the Board, the committee of directors, where required in consultation with the advisors as mentioned above, be and is hereby authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to finalize, approve and issue any document(s), including finalization and approval of the preliminary as well as final offer document(s), determining the form and manner of the Issue including the selection of Investors to whom the Securities are to be offered, issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, period of conversion or redemption, listing on one or more stock exchanges in India and/or abroad and any other terms and conditions of the issue, including any amendments or modifications to the terms of the Securities and any agreement or document (including without limitation, any amendment or modification, after the issuance of the Securities), the execution of various transaction documents, creation of mortgage/ charge in accordance with the provisions of the Companies Act and any other applicable laws or regulations in respect of any Securities, either on a pari-passu basis or otherwise, fixing of record date or book closure and related or incidental matters as the Board in its absolute discretion deems fit and to settle all questions, difficulties or doubts that may arise in relation to the issue, offer or allotment of the Securities, accept any modifications in the proposal and matters related thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion, deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

“FURTHER RESOLVED that for the purpose aforesaid, any Director and / or Company Secretary, or the committee of directors, be and is hereby authorised to make all filings including as regards the requisite listing application/ prospectus/ offer document/registration statement, or any draft(s) thereof, or any amendments or supplements thereof, and of any other relevant documents with the Stock Exchanges (in India or abroad), the RBI, the SEBI, the Registrar of Companies and such other authorities or institutions in India and/or abroad for this purpose and to do all such acts, deeds and things as may be necessary or incidental to give effect to the resolutions above wherever necessary.”

Belgharia  
Kolkata - 700 056  
Dated: 8<sup>th</sup> August 2019

**By the order of the Board**  
**A. K. Vijay**  
*Executive Director*

## 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, must be duly signed, stamped, completed in all respects and must be deposited at the Registered Office of the Company located at Belgharia, Kolkata - 700 056, not less than FORTY-EIGHT HOURS before the commencement of the AGM i.e. by 2:00 P.M. on Saturday, 7<sup>th</sup> September 2019.**

**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, Aadhaar Card, Driving License, Passport, etc.) at the venue of the AGM.**

- ii. **The Register of Members of the Company will remain closed from Saturday, 24<sup>th</sup> August 2019 to Monday, 9<sup>th</sup> September 2019 (both days inclusive).**
- iii. The Explanatory Statement, setting out the material facts relating to the businesses at Item nos. 5 to 12 of the Notice as set out above, is annexed hereto.
- iv. In terms of Section 152 of the Companies Act, 2013, Mr. Damodar Hazarimal Kela (DIN: 01050842) and Mr. Ashok Kumar Vijay (DIN: 01103278), who retire by rotation and being eligible, offers themselves for re-appointment at the ensuing AGM.
- The Board of Directors recommends their re-appointment. Additional information in respect of their re-appointment, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards forms a part of this Notice.
- v. The Audited Financial Statement including the Audited Consolidated Financial Statement of the Company, the Reports of the Board of Directors and the Auditors Report thereon and all other documents of the Company annexed

or attached there to are available for inspection by the Members at the Registered & Corporate Office of the Company between 11:00 A.M. and 1:00 P.M. on all working days from the date hereof up to the date of 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 & Share Transfer Agent (RTA) in order to avail the electronic payment facility.

### viii. **Voting through electronic means:**

1. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions proposed at this AGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) and also by way of e-voting (Insta Poll) at the AGM, for which purpose the Company has engaged the services of Karvy Fintech 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](mailto:geetaroychowdhury@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com).
  - k) Any person who becomes a Member of the Company after the dispatch of the Notice and holds Equity Shares as on the cut-off date i.e., **Monday, 2<sup>nd</sup> September 2019** may approach the Company / Karvy for issuance of the User ID and Password for exercising their right to vote by electronic means by 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> E-voting 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: Event No. XXXX MYEPWD<SPACE>XXXX1234567
    - 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 1800-3454-001.
    - d. Member may send an e-mail request to [evoting@karvy.com](mailto: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 **Monday, 2<sup>nd</sup> September 2019 (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 A.M. on Thursday, 5<sup>th</sup> September 2019 and ends at 5:00 P.M. on Sunday, 8<sup>th</sup> September 2019**. During this period, Shareholders of the Company holding Equity Shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Monday, 2<sup>nd</sup> September 2019** 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 at Tel No. 1800- 3454-001 (toll free) or any grievances may please be sent to the e-mail ID: [evoting@karvy.com](mailto:evoting@karvy.com) or may be addressed to the Company Secretary at the e-mail ID [evoting\\_textrail@texmaco.in](mailto:evoting_textrail@texmaco.in)
6. The Results of the e-voting will be declared on or after the date of the AGM i.e. **Monday, 9<sup>th</sup> September 2019**. The declared Results, along with the Scrutiniser's Report will be available on the Company's website [www.texmaco.in](http://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

### SPECIAL BUSINESS

#### Item No. 5

The Board on the recommendation of the Audit Committee, at its Meeting held on 13<sup>th</sup> May 2019 has approved the appointment and remuneration of M/s DGM & Associates, Cost Accountants, (Firm Registration Number 000038) as the Cost Auditor to conduct the Audit of the Cost Records of the Company for the Financial Year ending 31<sup>st</sup> March 2020 at a remuneration of ₹1,75,000 plus out-of-pocket expenses and applicable taxes as incurred from time to time. In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Rules framed thereunder, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company.

A certificate issued by the aforementioned firm regarding their eligibility for appointment as Cost Auditor is available for inspection at the Registered & Corporate Office of the Company between 11:00 A.M. and 1:00 P.M. on all working days from the date hereof upto the date of the AGM.

None of the Directors or Key Managerial Personnel including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except upto their Shareholding interest, if any, in the Company.

The Board of Directors of the Company recommends the passing of the proposed resolution as an Ordinary Resolution.

#### Item No. 6

The Board, on the recommendation of the Nomination and Remuneration Committee, at its Meeting held on 8<sup>th</sup> August 2019, has approved the appointment of Mr. Indrajit Mookerjee as an Independent Director to the Board of Directors of the Company for a term of 5 (Five) consecutive years w.e.f. 9<sup>th</sup> September 2019.

As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), no listed entity shall appoint a person or continue the directorship of any person as non-executive director who has attained the age of 75 (seventy-five) years unless a Special Resolution is passed to that effect. Further, Mr. Mookerjee would attain the age of 75 (seventy-five) during his tenure of directorship and hence, the appointment is recommended to be approved by the Shareholders by a Special Resolution.

Mr. Mookerjee, aged 73 years, is an IITian from Kharagpur, having 20 years of experience of working in abroad and a total experience of 46 years. He is a Director of Lorch Welding Products Private Limited and he is also associated with the Tollygunge Club Limited. Mr. Mookerjee is also an active social worker.

The Company has received a declaration from Mr. Mookerjee that he is not disqualified to act as a Director under Section 164 of the Companies Act, 2013 (Act) and that he meets the criteria of Independence as prescribed under Section 149 of the Companies Act, 2013 and the Listing Regulations.

As per the opinion of the Board, he fulfils the criteria specified in the Act, and Rules made thereunder and the applicable Regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the appointment as an Independent Director.

The Board of Directors is of the opinion that his vast knowledge and varied experience will be of great value to the Company.

The Company has in terms of Section 160(1) of the Companies Act, 2013 received a valid notice from a Member of the Company, proposing the candidature of Mr. Mookerjee for the office of the Independent Director.

Except Mr. Mookerjee 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.

The Board of Directors of the Company recommends the passing of the proposed resolution as a Special Resolution.

**Item No. 7**

The present term of Mr. Amal Chandra Chakrabortti (DIN: 00015622) expires on 3rd September 2019. In view of his vast knowledge and valuable contribution made during his tenure, the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, at its Meeting held on 8th August 2019 has approved the re-appointment as an Independent Director w.e.f. 4th September 2019 for another term of 3 (Three) consecutive years.

The Company has received a declaration from Mr. Chakrabortti that he is not disqualified to act as a Director under Section 164 of the Companies Act, 2013 (Act) and that he meets the criteria of Independence as prescribed under Section 149 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

As per the opinion of the Board, he fulfils the criteria specified in the Act, and Rules made thereunder and the applicable Regulation(s) of the Listing Regulations for the re-appointment as an Independent Director.

Mr. Amal Chandra Chakrabortti, aged 88 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.

The Company has in terms of Section 160(1) of the Act, received a valid notice from a Member of the Company, proposing the candidature of Mr. Chakrabortti for the office of the Independent Director.

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.

The Board of Directors of the Company recommends the passing of the proposed resolution as a Special Resolution.

**Item No. 8**

The present term of Mr. Devarayapuram Ramasamy Kaarthikeyan (DIN: 00327907) expires on 3<sup>rd</sup> September 2019. In view of his vast knowledge and valuable contribution made during his

tenure, the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, at its Meeting held on 8<sup>th</sup> August 2019 has approved the re-appointment of Mr. Kaarthikeyan as an Independent Director for another term of 5 (Five) consecutive years w.e.f. 4<sup>th</sup> September 2019.

The Company has received a declaration from Mr. Kaarthikeyan that he is not disqualified to act as a Director under Section 164 of the Companies Act, 2013 (Act) and that he meets the criteria of Independence as prescribed under Section 149 of the Act and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (Listing Regulations).

As per the opinion of the Board, he fulfils the criteria specified in the Act, and Rules made thereunder and the applicable Regulation(s) of the Listing Regulations for the re-appointment as an Independent Director.

Mr. Kaarthikeyan, aged 79 (seventy nine) 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 offomer 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.

The Company has in terms of Section 160(1) of the Act, received a valid notice from a Member of the Company, proposing the candidature of Mr. Kaarthikeyan for the office of the Independent Director.

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.

The Board of Directors of the Company recommends the passing of the proposed resolution as a Special Resolution.



### Item No. 9

The present term of Mr. Sunil Mitra (DIN: 00113473) expires on 3<sup>rd</sup> September 2019. In view of his vast knowledge and valuable contribution made during his tenure, the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, at its Meeting held on 8<sup>th</sup> August 2019 has approved the re-appointment as an Independent Director w.e.f. 4<sup>th</sup> September 2019 for another term of 5 (Five) consecutive years.

The Company has received a declaration from Mr. Mitra that he is not disqualified to act as a Director under Section 164 of the Companies Act, 2013 (Act) and that he meets the criteria of Independence as prescribed under Section 149 of the Act and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (Listing Regulations).

As per the opinion of the Board, he fulfils the criteria specified in the Act, and Rules made thereunder and the applicable Regulation(s) of the Listing Regulations for the re-appointment as an Independent Director.

Mr. Mitra, aged 67 years, is a B.Sc (Hons.). He had a public service career spanning over three and a half decades. He held the offices of Disinvestment Secretary, Revenue & Finance Secretary, Gol during which, he spearheaded important policy initiatives in public finance at national level, including a new disinvestment policy and far-reaching taxation reforms. During his office under the West Bengal Government, he was credited with the design and implementation of significant policy reform initiatives in the State-owned Public Sector Enterprises and the State's power sector.

The Company has in terms of Section 160(1) of the Act, received a valid notice from a Member of the Company, proposing the candidature of Mr. Mitra for the office of the Independent Director.

Except Mr. Mitra 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.

The Board of Directors of the Company recommends the passing of the proposed resolution as a Special Resolution.

### Item No. 10

The details of Profit/Loss of the Company of the Company for the requisite years are as follows:

Sl No.	Financial Year	Net Profit/Loss (₹ in Cr)
1.	2014-2015	13.74
2.	2015-2016	21.59
3.	2016-2017	33.57
4.	2017-2018	10.07

The Members may note that the below mentioned Executive Directors of the Company were paid remuneration in terms of their appointment as approved by the Shareholders. However, the said remuneration was in excess of limits prescribed under the provisions of the Sections 197, 198 read with Schedule V, other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder. The Company had accordingly made an application to Central Government which stands abated as per notification dated 12<sup>th</sup> September 2018. Therefore, in terms of the said notification, the approval from the shareholders is required to be obtained by passing a Special Resolution.

The Members may also note that the application for approving excess remuneration paid to the Executive Directors mentioned hereunder were made to the Central Government with respect to the following details:

Sl No.	Name of Executive Directors	Financial Years
1.	Mr. Saroj Kumar Poddar	2014-15, 2015-16, 2016 17 & 2017-18
2.	Mr. Ramesh Maheshwari*	2014-15 & 2015-16
3.	Mr. Sandeep Fuller	2014-15 & 2015-16
4.	Mr. Damodar Hazarimal Kela	2014-15 & 2015-16
5.	Mr. Ashok Kumar Vijay	2014-15 & 2015-16

\*ceased w.e.f. 25th September 2016

Except the aforementioned Executive Directors, and their 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.

The Board of Directors of the Company recommends the passing of the proposed Resolution as a Special Resolution.

### Item No. 11

Keeping in view the Company's existing and future financial requirements and in order to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital, the free reserves and the securities premium of the Company. Hence, it is proposed to increase the maximum borrowing limits up to ₹ 2000 crores. Further, in order to facilitate securing the borrowing made by the Company, it may be necessary to create charge on the assets or whole or part of the undertaking of the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company, its free reserves and securities premium at any one time except with the consent of the members of the Company in a general meeting.

None of the Directors or Key Managerial Personnel including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except upto their shareholding interest, if any, in the company.

The Board of Directors of the Company recommends the passing of the proposed resolution as a Special Resolution.

#### **Item No. 12**

It is proposed to raise funds by issue of Foreign Currency Convertible Bonds (FCCBs) to meet existing and future financial requirements and in order to support business operations of the Company, subject to statutory approvals and compliances as may be required to be obtained under applicable laws. The proposed issue of the FCCBs is within the borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013 as approved by the shareholders of the Company.

The FCCBs will be converted into equity shares of the Company, subject to certain conditions. In such case, the Conversion Price should not be less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during the two weeks preceding the relevant date or as otherwise required by applicable law.

The relevant date means date of the meeting in which the Board of the Company decides to open the proposed issue.

Section 62 of the Companies Act, 2013 (Act), provides, *inter-alia*, that a Company may increase its subscribed capital by the issue of further shares, to a person other than its existing shareholders, if such issuance of further shares is authorised by way of a special resolution passed to that effect by the Company in general meeting. The equity shares, if any, allotted on issue, conversion of Securities shall rank in all respects *pari passu* with the existing Equity Shares of the Company.

The Special Resolution, if passed, will have the effect of allowing the Board of Directors to issue and allot Securities to the investors who may or may not be the existing shareholders of the Company. Since, the proposed Special Resolution may result in issue of shares of the Company otherwise than to the existing members of the Company in the manner laid down under. Accordingly, the consent of the members is being sought, pursuant to the provisions of the Sections 23, 42 and 62 of the Act, as amended and all other applicable provisions of the Act, and the rules framed thereunder and other laws as applicable, authorising the Board to issue the FCCBs and such equity shares of the Company as may be required pursuant to the conversion of the FCCBs. The proposed issue is in the interest of the Company.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board may in its absolute discretion deem fit.

None of the Directors or Key Managerial Personnel including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except upto their shareholding interest, if any, in the company.

The Board recommends the passing of the above resolution by the members as a Special Resolution.

## Related Information of Directors seeking appointment or re-appointment at the forth coming Annual General Meeting for item nos. 3, 4, 6, 7, 8 and 9

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

Name of the Director	Mr. Damodar Hazarimal Kela	Mr. Ashok Kumar Vijay	Mr. Indrajit Mookerjee	Mr. Amal Chandra Chakrabortti	Mr. Devarayapuram Ramasamy Kaarthikeyan	Mr. Sunil Mitra
Age (in years)	78	65	71	88	79	67
Qualification	B.E. (Metallurgy)	ACA, ACS	IIT	B. Com, FCA, FCA – England & Wales	B. Sc, LLB	B.Sc (Hons.)
Date of first Appointment on the Board	1 <sup>st</sup> January 2010	1 <sup>st</sup> January 2015	9 <sup>th</sup> September 2019	25 <sup>th</sup> September 2010	2 <sup>nd</sup> September 2011	5 <sup>th</sup> November 2012
Expertise in specific functional areas	<ul style="list-style-type: none"> <li>Vast Experience of more than 53 years in the industry</li> <li>Holding senior positions in engineering and metallurgical Companies</li> <li>Architect for setting up of 2 most modern and automated Steel Foundry units equipped with High Pressure moulding lines for the Company</li> </ul>	<p>Qualified Chartered Accountant and Company Secretary with an experience of 42 years.</p>	<ul style="list-style-type: none"> <li>IITian from Kharagpur, having 20 years of experience of working in abroad and a total experience of 46 years</li> <li>He is a Director of Lorch Welding Products Private Limited</li> <li>He is also associated with the Tollygunge Club Limited</li> <li>He is also an active social worker</li> </ul>	<p>Core experience in financial regulation sector, with expertise knowledge in financial &amp; risk management</p>	<ul style="list-style-type: none"> <li>Experience in civil services</li> <li>Has held Challenging position including DG of RPF, DG of NHRC</li> </ul>	<ul style="list-style-type: none"> <li>Had a public service career spanning over three and a half decades.</li> <li>Held the offices of Disinvestment Secretary, Revenue &amp; Finance Secretary, Gol during which, he spearheaded important policy initiatives in public finance at national level, including a new disinvestment policy and far-reaching taxation reforms</li> <li>In appointment under the West Bengal Government, he was credited with the design and implementation of significant policy reform initiatives in the State-owned Public Sector Enterprises and the State's power sector</li> </ul>
Remuneration last Drawn (p.a.)	₹ 1,37,02,604	₹ 76,93,793	N.A	N.A	N.A.	N.A.
Shareholding in the Company	32,000	52,530	Nil	1,800	Nil	Nil
Relationship with other Director / KMP in the Company	Nil	Nil	Nil	Nil	Nil	Nil

<b>Name of the Director</b>	<b>Mr. Damodar Hazarimal Kela</b>	<b>Mr. Ashok Kumar Vijay</b>	<b>Mr. Indrajit Mookerjee</b>	<b>Mr. Amal Chandra Chakrabortti</b>	<b>Mr. Devarayapuram Ramasamy Kaarthikeyan</b>	<b>Mr. Sunil Mitra</b>
Directorship held in other Companies	<ul style="list-style-type: none"> <li>Wabtec Texmaco Rail Private Limited</li> <li>Belur Engineering Private limited</li> </ul>	<ul style="list-style-type: none"> <li>Magnacon Electricals India Limited</li> <li>Texmaco Transtrak Private Limited</li> <li>Touax Texmaco Railcar Leasing Private Limited</li> <li>Belur Engineering Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>Pacific Consolidated Industries (PCI) Gases India Private Limited</li> <li>Calcutta Promotions</li> <li>Lorch Welding Products Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>La Opala RG Limited</li> <li>Madhya Pradesh Madhya Kshetra Vidyut Vitran Company Limited</li> <li>Asian Hotels (East) Limited</li> <li>Chandras' Chemicals Enterprises Private Limited</li> <li>East India Investment Co. Private Limited</li> <li>Gwalior Webbing Co. Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>Texmaco Infrastructure &amp; Holdings Limited</li> <li>Taj GVK Hotels and Resorts Limited</li> <li>Star Health and Allied Insurance Company Limited</li> <li>Raj Television Network Limited</li> <li>Lotus Eye Hospital andInstitute Limited</li> <li>Life Positive Private Limited</li> <li>Roots Auto Products Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>Magma HDI General Insurance Company Limited</li> <li>IPE Global Limited</li> <li>Century Plyboards (India) Limited</li> <li>Dollar Industries Limited</li> <li>Patton International Limited</li> <li>Nicco Parks &amp; Resorts Limited</li> <li>Firstsource Solutions Limited</li> <li>Sekura Roads Limited</li> <li>Sekura Energy Limited</li> </ul>
Chairmanship / Membership of Committees in Companies including those in the Company	<ul style="list-style-type: none"> <li>Texmaco Rail &amp; Engineering Limited- Member of Stakeholders Relationship Committee and Chairman of Corporate Social Responsibility Committee</li> </ul>	<ul style="list-style-type: none"> <li>Texmaco Rail &amp; Engineering Limited- Member of Stakeholders Relationship Committee and Corporate Social Responsibility Committee</li> </ul>	NIL	<ul style="list-style-type: none"> <li>Texmaco Rail &amp; Engineering Limited - Chairman of Audit Committee, Nomination and Remuneration Committee</li> <li>Asian Hotels (East) Limited - Chairman of Audit Committee, Member of Nomination and Remuneration Committee and Corporate Social Responsibility Committee</li> <li>Madhya Pradesh Madhya Kshetra Vidyut Vitaran Company Limited -Member of Audit Committee and Nomination and Remuneration Committee</li> <li>La Opala RG Limited - Member of Audit Committee and Nomination and Remuneration Committee</li> </ul>	<ul style="list-style-type: none"> <li>Texmaco Rail &amp; Engineering Limited -Member of Audit Committee</li> <li>Star Health and Allied Insurance Company Limited -Member of Audit Committee</li> <li>Taj GVK Hotels and Resorts Limited -Member of Audit Committee and Remuneration Committee</li> <li>Lotus Eye Hospital andInstitute Limited -Member of Audit Committee and Remuneration Committee</li> <li>Raj Television Network Limited- Member of Remuneration Committee</li> </ul>	<ul style="list-style-type: none"> <li>Texmaco Rail &amp; Engineering Limited- Member of Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Compensation Committee</li> <li>Nicco Parks &amp; Resorts Limited- Member of Shareholder &amp; Investor Grievance Committee</li> <li>IPE Global Limited- Chairman of Audit Committee</li> <li>Patton International Limited- Member of Audit Committee</li> <li>Magma HDI General Insurance Company Limited- Member of Audit Committee</li> <li>Firstsource Solutions Ltd- Member of Audit Committee</li> </ul>