

TEXMACO RAIL & ENGINEERING LIMITED

CIN: L29261WB1998PLC087404

Registered Office: Belgharia, Kolkata – 700 056

Tel: 91 33 2569 1500 Fax: 91 33 2541 2448

Website: www.texmaco.in

ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the entrance of the Hall.

Sl. No. -

Full name of Shareholder (<i>in block letters</i>):	Folio* / DP ID No - Client ID.:
	No. of Equity Shares held:

** Applicable for Shareholders holding Equity Shares in physical form.*

I hereby record my presence at the 20th Annual General Meeting of TEXMACO RAIL & ENGINEERING LIMITED held on Tuesday, 4th September 2018, at 2.30 PM at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata – 700 056.

Signature of the Shareholder / Proxy

Note: 1. Only Shareholder(s) of the Company or their proxy will be allowed to attend the Meeting.

2. Shareholder(s) / Proxy (ies) holder desiring to attend the Meeting should bring their copy of the Annual Report for reference at the Meeting.

3. Proxy shall carry his / her identity proof (*any one of PAN Card, Voter ID Card, AADHAR card, Driving license, Passport*) at the venue of the Meeting.

ELECTRONIC VOTING PARTICULARS

Electronic Voting Number	User ID	Password

Note: Please read the instructions printed under the Note no. (viii) to the Notice dated 30th July 2018 of 20th Annual General Meeting. The Remote e-voting commences at 9.00 AM on Friday, 31st August 2018 and ends at 5.00 PM on Monday, 3rd September 2018.

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PROXY FORM (MGT – 11)

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L29261WB1998PLC087404

Name of the Company: **TEXMACO RAIL & ENGINEERING LIMITED**

Registered Office: Belgharia, Kolkata – 700 056

Name of the Member (s):
Registered Address:
E-mail Id: Folio No. / Client Id: DP Id:

I/We, being the Member(s) of Equity Shares of the above named Company, hereby appoint:

1. Name: Address:
E-mail Id: Signature:, or failing him / her
2. Name: Address:
E-mail Id: Signature:, or failing him / her
3. Name: Address:
E-mail Id: Signature:

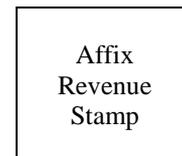
as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 20th Annual General Meeting of the Company, to be held on **Tuesday, 4th September 2018, at 2.30 PM at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata – 700 056** and at any adjournment thereof, in respect of such Resolutions as are indicated below:

- | | | | |
|----------------|-----|---|--|
| Resolution No. | 1. | : | Adoption of 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. |
| Resolution No. | 2. | : | Declaration of dividend on Equity Shares for the year ended 31 st March 2018. |
| Resolution No. | 3. | : | Re-appointment of Mr. Akshay Poddar, Non-executive Director, who retires by rotation and offers himself for re-election. |
| Resolution No. | 4. | : | Ratification of remuneration to be paid to M/s DGM & Associates, Cost Auditors for the year ending 31 st March 2019. |
| Resolution No. | 5. | : | Appointment of Mr. Sandeep Fuller as the Managing Director. |
| Resolution No. | 6. | : | Appointment of Mr. Girish Chandra Agrawal as the Executive Director. |
| Resolution No. | 7. | : | Approval for the 'Texmaco Employee Stock Option Scheme 2018'. |
| Resolution No. | 8. | : | Approval for payment of remuneration to the Executive Chairman for the year ended 31 st March 2018 in excess of the limits specified under the Companies Act, 2013. |
| Resolution No. | 9. | : | Appointment of Mr. Utsav Parekh as an Independent Director. |
| Resolution No. | 10. | : | Confirmation of the continuation of appointment of Mr. A. C. Chakrabortti as an Independent Director in terms of the SEBI (Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2018. |
| Resolution No. | 11. | : | Confirmation of the continuation of appointment of Mr. D. R. Kaarthikeyan as an Independent Director in terms of the SEBI (Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2018. |

Signed this _____ day of _____ 2018.

Signature of the Shareholder (s) _____

Signature of Proxy Holder (s) _____



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.