

TEXMACO RAIL & ENGINEERING LIMITED

CIN: L29261WB1998PLC087404

Registered Office: Belgharia, Kolkata - 700056

Phone no.: (033) 2569 1500, Fax no.: (033) 2541 2448

Website: www.texmaco.in, Email: texrail_cs@texmaco.in

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Twenty-Third Annual General Meeting of **TEXMACO RAIL & ENGINEERING LIMITED** will be held on **Friday, 24th September 2021 at 11:00 a.m. (IST)** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following businesses.

The venue of the Meeting shall be deemed to be the Registered Office of the Company at Belgharia, Kolkata - 700056.

ORDINARY BUSINESS

Item No. 1

To consider and adopt the Audited Financial Statements including the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March 2021 and the Reports of the Board of Directors and the Auditors thereon.

Item No. 2

To declare dividend on Equity Shares for the financial year ended 31st March 2021.

Item No. 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.

Item No. 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, if any, 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), Messrs DGM & Associates, Cost Accountants (Firm Registration No. 000038), appointed as the Cost Auditors 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 2022, be paid a remuneration of ₹ 2,50,000/- (Rupees Two Lakh Fifty Thousand) plus applicable taxes and out-of-pocket expenses."

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 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Damodar Hazarimal Kela (DIN: 01050842), in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as the Executive Director of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from 25th September 2021, on such terms and conditions as approved by the Board of Directors and as detailed in the Explanatory Statement annexed hereto."

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 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Rules framed thereunder, (including any statutory modification(s) or re-enactment(s) 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, to the Executive Directors, being the remuneration agreed to be paid to them in the normal course and as detailed in the Explanatory Statement annexed hereto."

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 Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to the waiver of the recovery of commission payable / paid to the Non-executive Directors for the financial year 2020-21, being the commission agreed to be paid to them as approved earlier by the Members and as detailed in the Explanatory Statement annexed hereto.”

Belgharia
Kolkata – 700056
Dated: 14th May 2021

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 Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby authorises the payment of Commission to the Non-executive Directors, as the Board may decide from time to time, subject to a ceiling of 1% of the net profits of the Company in a financial year computed in the manner referred to in Section 198 of the Act or as per the limits as specified under the Schedule V to the Act, for a period of 5 (five) years commencing from 1st April 2021.”

By the order of the Board
Ravi Varma
Company Secretary

NOTES:

1. In view of the ongoing COVID-19 pandemic and the need to ensure social distancing to avoid the spread of COVID-19, the Ministry of Corporate Affairs ('MCA') vide General Circular No. 02/2021 ('MCA Circular') and the Securities and Exchange Board of India ('SEBI') vide Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 ('SEBI Circular') read with other circulars issued for this purpose have permitted the companies to conduct the Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), in compliance with the applicable provisions of the Companies Act, 2013 ('Act') & the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Accordingly, the AGM of the Company is being conducted through VC / OAVM facility.

As allowed by the MCA Circulars, participation of Members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

The Company has availed the services of M/s. KFin Technologies Private Limited, who is also the Registrar & Share Transfer Agent ('RTA') of the Company ('KFin'), for providing remote e-voting facility & e-voting facility during the AGM and to conduct the AGM through VC.

Members may note that VC / OAVM facility provided by KFin allows participation of 2000 Members on first-come-first-served basis.

Large Members (i.e. Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction for attending the AGM.

The Board of Directors of the Company has appointed Ms. Geeta Roy Chowdhury, Practicing Company Secretary as the Scrutinizer for this AGM.

The instructions for participation by Members are given in the subsequent paragraphs.

2. In compliance with the above provisions and the circulars as stated in point no. 1, the Notice of the AGM and the Annual Report for the financial year 2020-21 are being sent to all the Shareholders of the Company through electronic mode whose email addresses are registered with the Depository Participant(s) / RTA / the Company.

The Notice and the Annual Report will also be available on the website of the Company at www.texmaco.in, the Stock Exchanges, where the equity shares of the Company are listed, i.e., BSE Limited and National Stock Exchange of India Ltd. at www.bseindia.com and www.nseindia.com, respectively and website of KFin at <https://evoting.kfintech.com/public/Downloads.aspx>

- Those Shareholders who are holding shares in physical mode and have not yet registered / updated their email addresses / mobile no. with the Company / RTA, are requested to visit the portal provided by the RTA at <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> to register / update their email addresses / mobile no.
- Alternatively, Shareholders may send a scanned copy of request letter providing their email addresses and mobile no. duly signed by the Shareholder (*first shareholder in case of joint shareholding*) along with cancelled cheque leaf, self-attested copies of PAN card and share certificate at einward.ris@kfintech.com
- Those Shareholders who are holding shares in dematerialised mode and have not registered / updated their email addresses / mobile no. with their Depository Participant(s), are requested to register / update their email addresses with the relevant Depository Participant(s).

3. **The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts relating to the businesses at Item nos. 5 to 9 of the Notice as set out above is annexed hereto.**

The Board of Directors of the Company has considered and decided to include the above mentioned Items as Special business, as they are unavoidable in nature.

4. In terms of Section 152 of the Act, Mr. Damodar Hazarimal Kela (DIN: 01050842) and Mr. Ashok Kumar Vijay (DIN: 01103278) retire by rotation and being eligible, seek re-appointments at the ensuing AGM.

The Board of Directors recommends their re-appointments. Additional information in respect of their re-appointments, pursuant to the Listing Regulations and the Secretarial Standards issued by the Institute of Company Secretaries of India forms a part of this Notice.

5. **A Member entitled to attend and vote at the 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. Since the AGM is being held through VC / OAVM pursuant to circulars issued by the MCA and the SEBI, the requirement of appointing proxies is not applicable. THE PROXY FORM, ATTENDANCE SLIP AND THE ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE SINCE THE AGM IS BEING HELD THROUGH VC / OAVM.**

6. Corporate/Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are entitled to appoint authorised representatives to attend and vote at the AGM. They are required to send a certified copy of Board Resolution, Authority letter (PDF/JPG) etc., authorising their representative(s) to attend and vote at the AGM, to the Scrutinizer through e-mail at geetaroychowdhury@gmail.com with a copy marked to einward.ris@kfintech.com.

Corporate / Institutional Shareholders are encouraged to attend and vote at the AGM.

7. The Register of Members of the Company will remain closed from Saturday, 18th September 2021 to Friday, 24th September 2021 (both days inclusive).

8. Voting rights will be reckoned on the paid-up value of Equity Shares registered in the name of the Members as on **Friday, 17th September 2021 ('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 during the AGM.

9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

10. In view of ongoing COVID - 19 pandemic and to contain its further spread, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in this Notice of the AGM, will be available only through electronic mode for inspection by the Members during the AGM. The Audited Financial Statements including the Audited Consolidated Financial Statement of the Company, the Reports of the Board of Directors and the Auditors thereon with all other documents of the Company annexed or attached and the certificate of ESOP pursuant to the SEBI (Share Based Employee Benefits) Regulations, 2014, are also available for inspection through electronic mode by the Members of the Company from the date of circulation of this Notice up to the date of the AGM. Members seeking inspection of such documents are requested to send an email at evoting_texrail@texmaco.in.

11. To support the 'Green Initiative', Members are encouraged to register / update their e-mail address with the Company / Depository Participant(s) / RTA, as the case may be, so that they can receive all future communication / Notices from the Company through electronic mode.

12. SEBI has mandated the submission of PAN by every participant in the securities market. In line with the SEBI mandate and the Listing Regulations, Members are also requested to update / provide their Bank account details to the Depository Participant(s) or, as the case may be, to RTA / the Company in order to avail the electronic payment facility. Also, Member (s) holding equity shares in physical form are requested to notify about any change in their address / PAN / Bank Mandate, to the Company / RTA.

13. In accordance with Regulation 40 of the Listing Regulations, effective 1st April 2019, any transfer of shares of listed companies shall not be processed unless they are held in dematerialised form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialised.

14. Members whose dividend(s) have remain unclaimed, are requested to claim the same by writing to the Company's RTA, i.e. KFin. Members are requested to note that the dividends remaining unclaimed for a period of seven consecutive years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund ('IEPF'). In addition, all equity shares in respect of which dividends have not been paid or claimed for seven consecutive years or more shall also be transferred by the Company to the demat account of the IEPF. Individual communication are being sent to all concerned Members whose equity shares are due for transfer to IEPF, informing them to claim their unpaid/unclaimed dividend before the due date to avoid transfer to IEPF Authority.

15. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. 1st April 2020 and the Company is required to deduct tax at source ('TDS') from the dividend paid to the Members at prescribed rates under the Income-tax Act, 1961 ('IT Act'). In general, to enable compliance with TDS requirements, Members are requested to provide and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants and for getting the Tax Exemption on the Dividend Amount, shareholders are requested to visit the RTA's website at <https://ris.kfintech.com/form15/> or may send an email to RTA with the complete set of Tax Exemption Documents at einward.ris@kfintech.com.

16. Remote e-voting

- A. In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is providing its Members the facility of remote e-voting to exercise votes electronically on the Resolutions proposed to be passed at the AGM. The Company is also providing the facility of e-voting during the AGM.

B. The instructions for remote e-voting are as under:

Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 on "e-voting

facility provided by Listed entities", Individual shareholders holding shares in demat mode are allowed to vote through their demat accounts / websites of Depositories / Depository Participants. Shareholders are advised to update their mobile number and email addresses in their demat accounts with their respective Depository Participants in order to access the e-voting facility.

E-voting Procedure for:

NSDL	CDSL
<p>A. NSDL IDeAS facility</p> <p>1. Shareholders who are already registered for IDeAS facility, may follow the procedure as mentioned below:</p> <ul style="list-style-type: none"> (i) Visit the website of NSDL at https://eservices.nsdl.com (ii) Click on the "Beneficial Owner" icon under 'IDeAS' section. (iii) On the new page, enter your user ID and password. (iv) Post successful authentication, click on "Access to e-Voting". (v) Click on Company name ("Texmaco Rail & Engineering Limited") or e-voting service provider name (i.e. KFin) and you will be re-directed to KFin website for casting the vote during the remote e-voting period. <p>2. Shareholders who are not registered for the IDeAS facility, may follow the procedure as mentioned below:</p> <ul style="list-style-type: none"> (i) Visit the website of NSDL at: https://eservices.nsdl.com (ii) Select "Register Online for IDeAS" (iii) Proceed with completing the required fields. (iv) Post registration follow the steps as stated in point no. 1 for casting the vote during the remote e-voting period. <p>B. <u>Alternatively, the Shareholders may vote through the e-voting website of NSDL by following the procedure as mentioned below:</u></p> <ul style="list-style-type: none"> (i) Visit the e-voting website of NSDL at: https://www.evoting.nsdl.com/ (ii) Click on the icon "Login" available under 'Shareholder/Member' section. (iii) Enter User ID (i.e. sixteen digit demat account number held with NSDL), select Password/OTP and enter the Verification Code as shown on the screen. (iv) Post successful authentication, you will be redirected to the page wherein you can see the e-voting page. (v) Click on Company name ("Texmaco Rail & Engineering Limited") or e-voting service provider name (i.e. KFin) and you will be re-directed to KFin website for casting the vote during the remote e-voting period. 	<p>A. CDSL Easi / Easiest facility</p> <p>1. Shareholders who are already registered for Easi / Easiest facility, may follow the procedure as mentioned below:</p> <ul style="list-style-type: none"> (i) Visit the website of CDSL at www.cdslindia.com (ii) Navigate to "Login" option and click on "New System Myeasi". Alternatively, shareholders may visit at https://web.cdslindia.com/myeasi/home/login (iii) Login with user ID and password. (iv) Shareholders will reach the e-voting page without any further authentication. (v) Click on e-voting service provider name (i.e. KFin) for casting the vote during the remote e-voting period. <p>2. Shareholders who are not registered for the Easi/Easiest facility, may follow the procedure as mentioned below:</p> <ul style="list-style-type: none"> (i) To register for Easi facility visit: https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, to register for Easiest facility visit: https://web.cdslindia.com/myeasi/Registration/EasiestRegistration (ii) Proceed with completing the required fields. (iii) Post registration follow the steps as stated in point no. 1 for casting the vote during the remote e-voting period. <p>B. <u>Alternatively, the Shareholders may vote through the e-voting website of CDSL by following the procedure as mentioned below:</u></p> <ul style="list-style-type: none"> (i) Visit the website of CDSL at: https://www.cdslindia.com (ii) Navigate to e-voting section. (iii) Provide sixteen digit demat account number and PAN. (iv) The Shareholder will receive OTP on his registered Mobile No. & Email address as recorded in the demat account. (v) Post successful authentication, Shareholder will be provided link for e-voting service provider (i.e. KFin) for casting their vote during the remote e-voting period.

Access of e-voting to Individual Shareholders holding shares in demat mode through their depository participants.

Shareholders can also login using the login credentials of their demat account number through the relevant Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged in, Shareholders will be able to see e-voting

option. Click on e-voting option it will redirect to NSDL / CDSL Depository site after successful authentication.

Click on Company name ('Texmaco Rail & Engineering Limited') or e-voting service provider name ('KFin') and the shareholder will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.

Important note

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID / Forget Password option available at websites of NSDL and CDSL.

Members facing any technical issue can contact NSDL / CDSL on the following details.

NSDL	CDSL
evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 or 22-23058542-43.

Access to KFin e-voting system in case of individual shareholders holding shares in physical mode and non-individual shareholders holding shares in demat mode.

- i. Open your web browser during the remote e-voting period and navigate to <https://emeetings.kfintech.com/>
- ii. Enter the login credentials (i.e. user ID and password mentioned in the email sent to those Shareholders, who have registered their email addresses). Your Folio No. / DP ID Client ID will be your user ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.
- iii. Put User ID and password as initial password / PIN in the window opened in step i. above. Click Login.
- iv. 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 address, 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.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the 'EVENT' i.e. Texmaco Rail & Engineering Limited.
- vii. On the voting page, the Resolution description along with the number of equity shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR' / 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- viii. 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 'OK' else 'CANCEL' and accordingly modify your vote. Once confirmed, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times until you have confirmed your votes on the Resolutions.
- ix. 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., **Friday, 17th September 2021** may approach KFin 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:

MYEPWDIN<SPACE>12345612345678

Example for CDSL:

MYEPWD<SPACE>1402345612345678

Example for Physical: Event No.

XXXXMYEPWD<SPACE>XXXX1234567

- b) If the email address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.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 KFin helpdesk at the toll free number 1800 309 4001.
- d) Member may send an email request to inward.ris@kfintech.com.

17. The remote e-voting period commences at **9:00 a.m. on Monday, 20th September 2021** and ends at **5.00 p.m. on Thursday, 23rd September 2021**. During this period, Shareholders of the Company holding Equity Shares either in physical form or in dematerialised form, as on the **cut-off date i.e. Friday, 17th September 2021** 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.

18. Members who have already casted their vote through remote e-voting cannot vote again at the e-voting during the AGM. However, such Member shall be entitled to attend the AGM.

19. Instructions for attending the AGM through Video Conference:

- A. Members will be provided with a facility to attend the AGM through VC platform provided by KFin. Members are required to login at <https://emeetings.kfintech.com>, by using the remote e-voting credentials. The link for AGM will be available in Shareholder/Members login where the 'EVENT' and the name of the Company can be selected.

- B. The facility for joining the AGM shall be kept open from 10:45 a.m. i.e. 15 minutes before the scheduled time for commencement of the AGM, and may be closed at 11:15 a.m., i.e. upon the expiry of 15 minutes after such scheduled time.
- C. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.

Those Shareholder who are holding equity shares in physical form may send an email at inward.ris@kfintech.com for obtaining the User ID and Password, or by following the procedure as mentioned in point no. 16 of this Notice.

- D. Members can participate in the AGM through their desktops / mobile phones / laptops etc. Members will also have the option to turn on their camera during the AGM. However, for better experience and smooth participation, it is advisable to join the AGM meeting through desktops / laptops with high-speed internet connectivity. Members are encouraged to join the Meeting through laptops / desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

It is recommended to use Stable Wi-Fi or LAN connection to mitigate issues relating to internet connectivity.

- E. **Speaker registration:** Shareholders who would like to express their views/ask questions during the AGM, may log into <https://emeetings.kfintech.com>, click on "Post your Queries" and post their queries/views/questions in the window provided by mentioning the name, DP ID Client ID/ Folio No, email address and mobile number. Please note that, questions of only those Shareholders who continue to hold the shares as on the cut-off date, will be answered. The window period for posting the questions shall commence **at 9:00 a.m. on Monday, 20th September 2021** and close **at 5:00 p.m. on Wednesday, 22nd September 2021**. Those Members who have registered themselves as a speaker will only be allowed to speak / express their views or ask questions during the AGM. Due to limitations of transmission and coordination during the Q&A session, the Company may restrict the number of speakers.

- F. In case of any query regarding e-voting or technical assistance for VC participation, members may contact KFin Helpdesk at the toll free No. 1800 309 4001 or write at evoting@kfintech.com.

20. Instructions for Members for e-voting during the AGM :

- A. Participation of members through VC will be reckoned for the purpose of Quorum for the AGM as per section 103 of the Act.

- B. Only those Shareholders, who are present at the AGM and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system i.e. "Instapoll," available during the AGM.
- C. The e-voting "Thumb sign" on the left hand corner of the video screen shall be activated upon instructions of the Chairman during the AGM proceedings. Shareholders shall click on the same to take them to the "Instapoll" page.
- D. Members need to click on the "Instapoll" icon to reach the Resolution page and follow the instructions to vote on the Resolutions.
21. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting User Manual for Shareholders available at the download section of <https://evoting.kfintech.com/public/Faq.aspx> or contact KFin helpdesk at Toll free No. 1800 309 4001 or any grievance may be addressed to KFin at einward.ris@kfintech.com or may be addressed to the Company at the e-mail ID evoting_texrail@texmaco.in.
22. The Results of the e-voting will be declared on or after the date of the AGM i.e. 24th September 2021. The declared Results, along with the scrutinizer Report will be available on the website of the Company at www.texmaco.in and on the website of KFin <https://evoting.kfintech.com/>. Such Results will also be forwarded to the Stock Exchange(s), where the equity shares of the Company are listed.
23. 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 of Directors on the recommendation of the Audit Committee, at its Meeting held on 14th May 2021 has approved the appointment of Messrs. DGM & Associates, Cost Accountants (Firm Registration No. 000038), as the Cost Auditors to conduct the Audit of the Cost Records of the Company for the financial year ending 31st March 2022 at a remuneration of ₹ 2,50,000/- (Rupees Two Lakh Fifty Thousand) plus applicable taxes and out-of-pocket expenses 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 Auditors is required to be ratified by the Members of the Company.

A certificate issued by the aforementioned firm confirming their eligibility for appointment as Cost Auditors is available for electronic inspection from the date hereof up to the date of the Annual General Meeting.

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.

The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 5 by way of an Ordinary Resolution.

Item No. 6

Mr. Damodar Hazarimal Kela was re-appointed as the Executive Director of the Company for a period of 5 (five) years i.e. from 25th September 2016 to 24th September 2021.

In view of his expertise in the sector your Company operates into and considering his valuable contribution during his tenure, the Board of Directors on the recommendation of the Nomination and Remuneration Committee and subject to the approval of Shareholders, at its Meeting held on 14th May 2021 has approved the re-appointment of Mr. Kela as the Executive Director of the Company for a further period of 3 (three) years with effect from 25th September 2021. The Company has received a valid notice in terms of Section 160 of Companies Act, 2013 ('Act') proposing the candidature of Mr. Kela for the office of Director.

In view of the background and valuable experience of Mr. Kela, it will be in the interest of the Company that he continues as the Executive Director of the Company. The Board believes that his experience and vision will contribute to the growth of the Company.

The following additional information as required under Schedule V to the Act 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 Heavy Engineering and Steel Foundry businesses of the then formed company namely, Texmaco Limited were demerged into this Company. The operation of the plants of Texmaco Limited were started in 1939.

(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 statements for the year ended 31st March 2021):

Particulars	(₹ in Crores)
Gross Turnover	1688.74
Other Income	31.77
Net profit as per Statement of Profit & Loss (After Tax)	11.87

(v) Foreign investments or collaborators, if any:

Not Applicable.

II. Information about the appointee:

(i) Background details:

Mr. D. H. Kela aged 80 years, is a graduate in Metallurgical Engineering - 1964, having vast experience of more than 55 years in the industry,

having held senior positions in engineering and metallurgical companies.

(ii) Past remuneration during the financial year ended 31st March 2021:

Name of the Executive Director	Amount (₹ in Crores)
Mr. Damodar Hazarimal Kela	0.95

(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 to the Act together with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof), Mr. Kela be re-appointed as the Executive Director of the Company on the following terms and conditions:

1	Salary	₹ 7,26,000/- 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	Perquisites CATEGORY – A	
	a) Housing	(i) Free furnished accommodation or HRA up to 40% 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	Subject to maximum of 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.
3	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.	
4	The annual variation and increase in the remuneration of Executive Director shall be within the overall limits of the managerial remuneration or as prescribed under the Act read with schedule V thereto.	

(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, sector it operates into, the businesses, the profile of Mr. Kela, 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, Mr. Kela 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 performance of the Company during the financial year 2020-21 was primarily affected due to the outbreak of COVID – 19 pandemic which halted the world's economy. The first two quarters were severally affected on account of lockdowns & continuity of COVID – 19 pandemic which caused disruptions to the operational activities of the Company. Further during the year, the Company's performance was also affected by super cyclone 'Amphan' in the month of May 2020 which had damaged the parts of the plants of the Company and thereby affecting the normal operations.

The Company gradually started its effective operations only from 3rd Quarter and in a phased manner, to contain the spread of COVID – 19.

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

The Government's thrust on the development of Rail Infra sector augurs well for upcoming years. The proposed completion of Dedicated Freight Corridor work in time would further increase the demand of wagons for the companies operating in this industry. Post restoration of its operations to near normal after pandemic, the Company has performed reasonably during the financial year 2020-21. The Foundry division of your Company is expected to continue its improved performance. With the emerging opportunities in the Rail Infra sector, the Rail EPC Division would have bright prospects. The Company expects to maintain the momentum of this performance in the coming years.

IV. Disclosures:

The information and disclosures of the remuneration package of Mr. Kela have been mentioned in the Annual Report under the Section - Corporate Governance Report.

Pursuant to the provisions of Section 196 of the Act, any Director who has attained the age of seventy years may be appointed / re-appointed by passing a Special Resolution to this effect. Mr. Kela has attained the age of eighty years and considering his valuable contribution during his tenure and the responsibilities shouldered by him, it is proposed to reappoint Mr. Kela as the Executive Director of the Company for a further term of 3 (three) years w.e.f. 25th September 2021, subject to the approval of the Shareholders by way of Special Resolution.

This also forms a part of disclosure as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has received consent from Mr. Kela to act as the Executive Director and a declaration that he is not disqualified under Section 164 of the Act to act as such.

Mr. Kela is not debarred from holding Directorship by virtue of any SEBI circular / order or any other authority.

Except Mr. Damodar Hazarimal Kela 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 recommends the passing of the proposed Resolution as set out at Item no. 6 by way of a Special Resolution.

Item No. 7

The Company has recorded a Profit of ₹ 11.87 Crores for the year ended 31st March 2021. The financial year 2020-21 began with an unprecedented pandemic induced lockdown totally stalling the economic activities in all sphere of the life in the country and across the globe. The intermittent lockdowns, restrictions on operations of factories/ commercial activities, manpower limitations and calamities due to wide spread COVID-19 pandemic disrupted the working of the Company for a greater part of the year. Further, the last few years have seen disruption in the performance of the Company due to poor off-take of wagons by the Indian Railways.

During the year, super cyclone 'Amphan' in the month of May 2020 had damaged the facilities of Company located at Kolkata, which disrupted the normal operations of the Company for some time.

Further, the Members are informed that pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), approval is required in case of remuneration payable to Executive Director who is promoter or member of the promoter group, exceeds ₹ 5 Crore or 2.5 percent of the net profits of the Company, whichever is higher. Accordingly, the approval in respect of the remuneration paid to Mr. S. K. Poddar, Executive Director & Chairman of the Company is also forming a part of this item.

Furthermore, pursuant to the provisions of Sections 196, 197 and 198 of the Companies Act, 2013 ('Act') read with Schedule V and the Listing Regulations, a company having inadequate / nil profits, may after passing a Special Resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

The earnings of the Company are also inadequate for payment of remuneration to Messrs. S. K. Poddar, Executive Director & Chairman, D. H. Kela, Executive Director, A. K. Gupta, Deputy Managing Director and U. V. Kamath, Executive Director (*ceased as Executive Director w.e.f. 8th September, 2020*) in terms of approval earlier given by the Members of the Company, under the provisions of the Act.

Though the Shareholders at their previous meetings had granted approval to the payment of remuneration to the Executive Directors of the Company, the remuneration paid to the Executive Directors exceeds the limits as specified under Schedule V of the Act, accordingly the Board of Directors on the recommendation of the Nomination and Remuneration Committee seek approval of the Shareholders

for the payment of remuneration in excess of the said limits to Messrs. S. K. Poddar, Executive Director & Chairman, D. H. Kela, Executive Director, A. K. Gupta, Deputy Managing Director and U. V. Kamath, Executive Director.

Except the aforementioned Executive Directors and Mr. Akshay Poddar 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 recommends the passing of the proposed Resolution as set out at Item no. 7 by way of a Special Resolution.

Item No. 8

The Company has recorded a Profit of ₹ 11.87 Crores for the year ended 31st March 2021. The financial year 2020-21 began with an unprecedented pandemic induced lockdown totally stalling the economic activities in all sphere of the life in the country and across the globe. The intermittent lockdowns, restrictions on operations of factories/ commercial activities, manpower limitations and calamities due to wide spread COVID-19 disrupted the working of the Company for a greater part of the year. Further, the last few years have seen disruption in the performance of the Company due to poor off-take of wagons by the Indian Railways.

During the year, super cyclone 'Amphan' in the month of May 2020 had damaged the facilities of Company located at Kolkata, which disrupted the normal operation of the Company for some time.

The Members of the Company at the Annual General Meeting held on 26th September 2016 had approved the payment of commission to Non-executive Directors not exceeding 1% of the net profits of the Company. The Board of Directors thereafter, recommended a payment of commission of ₹ 2,00,000 (Rupees Two Lakhs) per year to each Non-executive Director in terms of the aforesaid approval.

As a result of the above, the remuneration paid to Non-executive Directors for the financial year 2020-21 though approved earlier by the Members, exceeded the limits specified under Section 197 of the Companies Act, 2013 ('Act') i.e. 1% of net profit of the company.

Pursuant to the provisions of Section 197(10) of the Act, the Members of the Company can waive the recovery of excess remuneration (as may be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee) by passing a Special Resolution.

The Company believes that the remuneration as previously approved by the Members of the Company and payable / paid to the Non-executive Directors is justified in terms of their role in the Company.

Accordingly, the Board of Directors on the recommendation of the Nomination and Remuneration Committee, at its Meeting held on 14th May 2021 has recommended the waiver of the recovery of excess commission payable / paid to Non-executive Directors for the financial year 2020-21, subject to the approval of Shareholders.

Except all the Non-executive Directors, Mr. Saroj Kumar Poddar 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 recommends the passing of the proposed Resolution as set out at Item no. 8 by way of a Special Resolution.

Item No. 9

Pursuant to Clause 86 of the Articles of Association of the Company and pursuant to Section 197 of the Companies

Act, 2013 ('Act') read with Schedule V to the Act, a Director of a Public Limited Company who is neither in whole time employment nor a Managing Director thereof may be paid remuneration by way of commission up to 1% of the net profits of the Company as computed as per Section 198 of the Act or the limit as specified under Schedule V to the Act, in any financial year if the Company by Special Resolution authorizes such payment. In view of the time and attention the Directors of the Company are called upon to give for the purpose of the Company's businesses, it is considered that the payment of such commission to the Non-Executive Directors should be made in accordance with the above mentioned Sections of the Act and the Rules framed thereunder, for each financial year for a period of 5 (five) years commencing from 1st April 2021.

Except all the Non-executive Directors, Mr. Saroj Kumar Poddar 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 recommends the passing of the proposed Resolution as set out at Item no. 9 by way of a Special Resolution.

Related Information of Directors seeking appointment or re-appointment at the forthcoming Annual General Meeting for item nos. 3, 4 and 6

[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
Age (in years)	80	67
Qualification	B. E. (Metallurgy)	ACA, ACS
Date of first Appointment on the Board	1 st January 2010	1 st January 2015
Expertise in specific functional areas	<ul style="list-style-type: none"> • Vast experience of more than 55 years in the industry. • Held senior positions in engineering and metallurgical companies • Architect for setting up 2 most modern & automated Steel Foundry units equipped with High Pressure moulding lines for the Company 	Qualified Chartered Accountant and Company Secretary with an overall experience of 44 years.
Remuneration last drawn (₹ in crore)	0.95	0.55
Shareholding in the Company	32,000	52,530
Relationship with other Director / KMP in the Company	Nil	Nil
Directorship held in other Companies	<ul style="list-style-type: none"> - Wabtec Texmaco Rail Private Limited - Belur Engineering Private Limited 	<ul style="list-style-type: none"> - Magnacon Electricals India Limited - Texmaco Transtrak Private Limited - Touax Texmaco Railcar Leasing Private Limited - Belur Engineering Private Limited - Texmaco Rail Electrification Limited - Texmaco Engineering Udyog Private Limited
Chairmanship / Membership of Committees in Companies including those in the Company	<p>Texmaco Rail & Engineering Limited</p> <ul style="list-style-type: none"> - Chairman of Corporate Social Responsibility Committee and Member of Stakeholders Relationship Committee 	<p>Texmaco Rail & Engineering Limited</p> <ul style="list-style-type: none"> - Member of Stakeholders Relationship Committee and Corporate Social Responsibility Committee

