

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L29261WB1998PLC087404

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AABCT2592E

(ii) (a) Name of the company

TEXMACO RAIL & ENGINEERING

(b) Registered office address

BELGHARIA NA  
KOLKATA  
West Bengal  
700056  
India

(c) \*e-mail ID of the company

kishor.rajgaria@texmaco.in

(d) \*Telephone number with STD code

03325691500

(e) Website

www.texmaco.in

(iii) Date of Incorporation

25/06/1998

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	The National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,  
Financial District, Nanakramguda, Serilingampally

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C7	Metal and metal products	67
2	F	Construction	F2	Roads, railways, Utility projects	33

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	BELUR ENGINEERING PRIVATE	U28100WB2017PTC219523	Subsidiary	100

2	TEXMACO TRANSTRAK PRIVAT	U35923WB2017PTC223786	Subsidiary	51.01
3	TEXMACO RAIL SYSTEMS PRIV	U74999WB2019PTC230789	Subsidiary	51
4	PANIHATI ENGINEERING UDYC	U35929WB2020PTC241475	Subsidiary	100
5	TEXMACO RAIL ELECTRIFICATI	U35999WB2020PLC236687	Subsidiary	100
6	TEXMACO DEFENCE SYSTEMS	U35100DL2018PTC328277	Associate	41
7	TOUAX TEXMACO RAILCAR LE	U74999WB2011PTC167754	Joint Venture	50
8	WABTEC TEXMACO RAIL PRIVA	U35122WB2015FTC207096	Joint Venture	40

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,970,000,000	321,869,895	321,869,895	321,869,895
Total amount of equity shares (in Rupees)	1,970,000,000	321,869,895	321,869,895	321,869,895

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>EQUITY</b>				
Number of equity shares	1,970,000,000	321,869,895	321,869,895	321,869,895
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	1,970,000,000	321,869,895	321,869,895	321,869,895

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	800,723	321,069,172	321869895	321,869,895	321,869,895	
<b>Increase during the year</b>	0	49,067	49067	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		49,067	49067			
Dematerialisation of Physical Shares						
<b>Decrease during the year</b>	49,067	0	49067	0	0	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify	49,067		49067			
Dematerialisation of Physical Shares						
<b>At the end of the year</b>	751,656	321,118,239	321869895	321,869,895	321,869,895	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE621L01012

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

22,432,774,000

**(ii) Net worth of the Company**

13,290,662,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	27,893,359	8.67	0	
	(ii) Non-resident Indian (NRI)	424,820	0.13	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	160,603,963	49.9	0	
10.	Others	0	0	0	
	<b>Total</b>	188,922,142	58.7	0	0

**Total number of shareholders (promoters)**

23

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage



1.	Individual/Hindu Undivided Family				
	(i) Indian	87,130,152	27.07	0	
	(ii) Non-resident Indian (NRI)	3,223,172	1	0	
	(iii) Foreign national (other than NRI)	710	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	141,438	0.04	0	
4.	Banks	9,045	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	6,071,654	1.89	0	
7.	Mutual funds	22,389,763	6.96	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	13,253,264	4.12	0	
10.	Others NBFC, Director, Key Manage	728,555	0.23	0	
	<b>Total</b>	132,947,753	41.31	0	0

**Total number of shareholders (other than promoters)**

114,497

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

114,520

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
**(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	23	23
Members (other than promoters)	93,220	114,497
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	1	1	1	8.6	0.08
<b>B. Non-Promoter</b>	4	5	3	6	0.02	0
(i) Non-Independent	4	0	3	0	0.02	0
(ii) Independent	0	5	0	6	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	5	6	4	7	8.62	0.08

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

13

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
S K PODDAR	00008654	Whole-time director	27,701,367	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
D H KELA	01050842	Whole-time director	0	
A K VIJAY	01103278	Whole-time director	52,530	
D R KAARTHIKEYAN	00327907	Director	0	
AKSHAY PODDAR	00008686	Director	264,820	
UTSAV PAREKH	00027642	Director	0	
INDRAJIT MOOKERJEE	01419627	Whole-time director	0	
VIRENDRA SINHA	03113274	Director	0	
RUSHA MITRA	08402204	Director	0	
P S BHATTACHARYYA	00329479	Director	0	
AMITABHA GUHA	02836707	Director	0	
A K VIJAY	ABQPV3413R	CFO	0	01/04/2023
RAVI VARMA	AHNPV1867A	Company Secretary	10,848	30/04/2023

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
A K GUPTA	07808012	Managing Director	31/08/2022	CESSATION
AMITABHA GUHA	02836707	Additional director	06/05/2022	APPOINTMENT
AMITABHA GUHA	02836707	Director	22/06/2022	CHANGE IN DESIGNATION

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	30/09/2022	99,962	68	59.17

**B. BOARD MEETINGS**

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	20/05/2022	12	12	100
2	12/08/2022	12	12	100
3	20/10/2022	11	11	100
4	07/11/2022	11	11	100
5	11/02/2023	11	11	100
6	14/03/2023	11	9	81.82

**C. COMMITTEE MEETINGS**

Number of meetings held

13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	20/05/2022	3	3	100
2	AUDIT COMM	12/08/2022	4	4	100
3	AUDIT COMM	07/11/2022	3	3	100
4	AUDIT COMM	11/02/2023	4	4	100
5	AUDIT COMM	14/03/2023	4	3	75
6	NOMINATION	04/05/2022	3	3	100
7	NOMINATION	18/05/2022	3	3	100
8	NOMINATION	04/11/2022	3	3	100
9	NOMINATION	28/03/2023	3	3	100
10	STAKEHOLDE	10/02/2023	4	3	75

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	25/09/2023
								(Y/N/NA)
1	S K PODDAR	6	6	100	0	0	0	Yes
2	D H KELA	6	6	100	2	2	100	Yes
3	A K VIJAY	6	6	100	4	4	100	Yes
4	D R KAARTHI	6	6	100	7	7	100	Yes
5	AKSHAY POD	6	6	100	5	4	80	Yes
6	UTSAV PARE	6	6	100	10	10	100	Yes
7	INDRAJIT MO	6	6	100	4	4	100	Yes
8	VIRENDRA SI	6	6	100	0	0	0	Yes
9	RUSHA MITR	6	6	100	1	1	100	Yes
10	P S BHATTAC	6	5	83.33	4	4	100	Yes
11	AMITABHA G	6	5	83.33	4	3	75	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	S K PODDAR	WHOLETIME D	30,000,000	0	0	8,487,818	38,487,818
2	INDRAJIT MOOKEF	WHOLETIME D	6,780,000	0	0	3,689,355	10,469,355
3	A K GUPTA	MANAGING DIF	2,800,000	0	0	5,874,498	8,674,498
4	D H KELA	WHOLETIME D	10,308,000	0	0	4,943,347	15,251,347
5	A K VIJAY	WHOLETIME D	5,676,000	0	0	3,502,335	9,178,335
	Total		55,564,000	0	0	26,497,353	82,061,353

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAVI VARMA	COMPANY SEC	3,246,384	0	0	1,170,610	4,416,994
	Total		3,246,384	0	0	1,170,610	4,416,994

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	D R KAARTHIKEYA	INDEPENDENT	515,000	200,000	0	0	715,000
2	UTSAV PAREKH	INDEPENDENT	615,000	200,000	0	0	815,000
3	VIRENDRA SINHA	INDEPENDENT	290,000	200,000	0	0	490,000
4	RUSHA MITRA	INDEPENDENT	315,000	200,000	0	0	515,000
5	AKSHAY PODDAR	NON EXECUTIV	340,000	200,000	0	0	540,000
6	P S BHATTACHAR	INDEPENDENT	325,000	200,000	0	0	525,000
7	AMITABHA GUHA	INDEPENDENT	345,000	180,822	0	0	525,822
	Total		2,745,000	1,380,822	0	0	4,125,822

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

GEETA ROY CHOWDHURY

Whether associate or fellow

Associate  Fellow

Certificate of practice number

7741

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

Ashok Kumar Vijay  
Digitally signed by Ashok Kumar Vijay  
Date: 2023.12.08  
17:48:14 +05'30'

DIN of the director

01103278

**To be digitally signed by**

KISHOR KUMAR RAJGARIA  
Digitally signed by KISHOR KUMAR RAJGARIA  
Date: 2023.12.08  
17:48:48 +05'30'

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

MGT-8_TexRail_2022-23.pdf Additional details_Committee Meetings_FY
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**Remove attachment**

**Modify**

**Check Form**

**Prescrutiny**

**Submit**

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**