

ANNEXURE 11

Date: 12th February 2025

To,
The Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza', C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051
Symbol: TEXRAIL

Dear Sir/ Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the proposed Scheme of Arrangement between Texmaco Rail & Engineering Limited ("TREL" or "Transferor Company") and Belgharia Engineering Udyog Private Limited ("BEL" or "Transferee Company") and their respective shareholders and creditors ("Scheme")

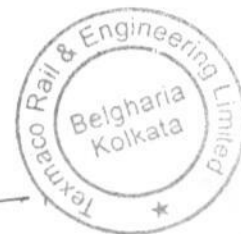
RE: Compliance report as per Securities and Exchange Board of India's ("SEBI") Master Circular dated June 20, 2023 bearing reference number SEBI/HO/CFD/POD-2/P/CIR/2023/93 ("SEBI Master Circular") as per **Annexure D**

It is hereby certified that the draft Scheme of Arrangement between Texmaco Rail & Engineering Limited ("Transferor Company") and Belgharia Engineering Udyog Private Limited ("Transferee Company") and their respective shareholders and creditors does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

SN	Reference	Particulars	Remarks
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied

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Amritha



An adventz group company

Registered Office:
Belgharia, Kolkata - 700 056, India
+91 33 2569 1500

✉ texmail@texmaco.in
🌐 www.texmaco.in

CIN: L29261WB1998PLC087404

SN	Reference	Particulars	Remarks
Requirements of the SEBI Master Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Yes, will be complied with
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied. The Valuation Report is enclosed as part of this application.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied. Copy of the certificates issued by the statutory auditors of the Transferor Company and the Transferee Company confirming that accounting treatment mentioned in the Scheme is in compliance with Section 133 of the Companies Act 2013 and accounting standards framed thereunder is enclosed as part of this application.

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SN	Reference	Particulars	Remarks
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Yes, will be complied with.

Kishor Kumar Rajgaria
Kishor Kumar Rajgaria
Company Secretary



Sudipta Mukherjee
Sudipta Mukherjee
Managing Director

Certified that the transactions/ accounting treatment provided in the draft Scheme of Arrangement between Texmaco Rail & Engineering Limited and Belgharia Engineering Udyog Private Limited and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 are in compliance with all the Accounting Standards applicable to a listed entity.

Hemant Bhuwania
Hemant Bhuwania
Chief Financial Officer



Sudipta Mukherjee
Sudipta Mukherjee
Managing Director

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