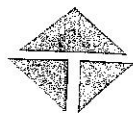




ANNEXURE V

Brief particulars of the transferee/resulting and transferor/demerged companies

Particulars	Transferee/ Resulting Company	Transferor/ Demerged Company
Name of the company	Texmaco Rail & Engineering Limited	Kalindee Rail Nirman (Engineers) Limited
Date of Incorporation & details of name changes, if any	The Company was incorporated on June 25, 1998 under the Companies Act, 1956 by the name Texmaco Machines Private Limited. The name thereafter was changed to Texmaco Machines Limited on March 3, 2010 and subsequently to Texmaco Rail & Engineering Limited on April 23, 2010.	February 15, 1984
Registered Office	Belgharia, Kolkata 700056	F-5, Gautam Nagar, Gulmohar Park Road, New Delhi-110 049
Brief particulars of the scheme	Pursuant to and under the provisions of Sections 391 to 394 of the Companies Act, 1956 and the other relevant provisions made under the Companies Act, 1956 or the Companies Act, 2013, Kalindee Rail Nirman (Engineers) Limited and Texmaco Rail & Engineering Limited propose, through the scheme of amalgamation, to amalgamate Kalindee Rail Nirman (Engineers) Limited into and with Texmaco Rail & Engineering Limited.	
Rationale for the scheme	The strong rational for the Scheme based on the following considerations: (i) consolidation of the businesses presently being carried on by the Company and Kalindee, would create greater synergies between the business operations of both the companies;	



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Texmaco Rail & Engineering Ltd.
Belgharia Works

	(ii) optimal utilisation of resources due to pooling of management, administrative and technical skills of various resources of both the companies, better administration, and cost reduction, including reduction in managerial, administrative and other common costs; (iii) better alignment, coordination and streamlining of day to day operations of both the companies, leading to improvement in overall working culture and environment; (iv) creation of large asset base and facilitating access to better financial resources; and (v) enhancing the capability of both the entities for participation in large value tenders which on strength of individual Balance Sheet was hitherto not feasible. (vi) creation of value for various stakeholders and shareholders(including public shareholders) of both the Company and Kalindee, as a result of all of the foregoing.	
Date of resolution passed by the Board of Director of the company approving the scheme	21 st May, 2014 and 30 th December, 2014	21 st May, 2014 and 30 th December, 2014
Date of meeting of the Audit Committee in which the draft scheme has been approved	21 st May, 2014 and 30 th December, 2014	21 st May, 2014 and 30 th December, 2014
Appointed Date	1 st April, 2014	1 st April, 2014
Name of Exchanges where securities of the company are listed	The National Stock Exchange Limited, BSE Limited, The Calcutta Stock Exchange Limited	The National Stock Exchange Limited, BSE Limited, Delhi Stock Exchange Association Limited,



TEXMACO

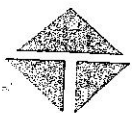
Texmaco Rail & Engineering Ltd.
Belgharia Works

		The Calcutta Stock Exchange Limited		
Nature of Business	The Company is in the business of manufacturing of rolling stock, hydro mechanical equipments, steel castings, agricultural and other equipments.		Kalindee is operating in the areas of signaling, telecommunications, automatic fare collections, track and information systems, etc. for rail transport.	
Capital before the scheme	21,00,63,973		1,65,07,597	
No. of shares to be issued (prior to cancellation of shares on account of cross holding)	1,74,98,053			
Cancellation of shares on account of cross holding, if any	85,85,658 #			
Capital after the scheme	21,89,76,368 #			
Valuation by independent Chartered Accountant - Name of the valuer / firm and Regn no.	Walker Chandiok & Co. LLP LLP Identification no. AAC 2085		D K Mugal & Associates Firm Regn No. 023194N	
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Fair Market Value Method		Fair Market Value Method	
Exchange ratio	Swap ratio is 106:100, i.e., 106 (One Hundred and Six) fully paid-up equity shares of Re. 1 each of the Company shall be issued for every 100 (One Hundred) fully paid-up equity shares of Rs. 10 each held by a shareholder in Kalindee.			
Name of Merchant Banker giving fairness opinion	ICICI Securities Limited			
Shareholding pattern	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	11,51,27,010	54.81	11,51,27,010	52.58%
Public	9,49,36,963	45.19	10,38,49,358	47.42%
Custodian	Nil	Nil	Nil	Nil
TOTAL	21,00,63,973	100	21,89,76,368	100.00%
No of shareholders [registrars of Kalindee and				

Regd. Office & Works : BELGHARIA, KOLKATA-700 056, INDIA ● Ph : 2569 1500 ● Fax : 91 (33) 2541 2448 / 3517

E-mail : texmail@texmaco.in ● Website : www.texmaco.in

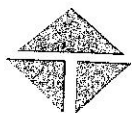
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Texmaco Rail & Engineering Ltd.
Belgharia Works

TEXMACO

Texmaco to provide]		
Names of the Promoters	Texmaco Infrastructure & Holdings Limited	Texmaco Rail & Engineering Limited
	Zuari Investments Limited	Ram Dayal Sharma
	Adventz Finance Private Limited	Arvind Gemini
	Duke Commerce Limited	Kalindee Estates Private Limited
	Zuari Global Limited	Lalit Kishore Gemini
	Adventz Securities Enterprises Limited	Kalpana Gemini
	Adventz Investment Company Private Limited	Uma Shankar Gemini
	Saroj Kumar Poddar	
	Puja Poddar	
	New Eros Tradecom Limited	
	Premium Exchange and Finance Limited	
	Jyotsna Poddar	
	Jeewan Jyoti Medical Society	
	Greenland Trading Private Limited	
	Kumari Anisha Agarwala	
	Indrakshi Trading Company Private Limited	
	Master Exchange & Finance Limited	
	Akshay Poddar	
	Kumari Aashti Agarwala	
	Shradha Agarwal	
	Eureka Traders Private	

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Belgharia Works**

	Limited Abhishek Holdings Private Limited	
Names of the Board of Directors	S. K. Poddar Ramesh Maheshwari D. H. Kela Sandeep Fuller Akshay Poddar A. C. Chakrabortti S. Dhasarathy Sunil Mitra D. R. Kaarthikeyan Hemant Kanoria	Shanty Narain Suresh Kumar Khanna Kamal Kishore Agarwal Mahendra Kumar Khanna Hemant Kumar Sandeep Fuller
Details regarding change in management control if any	Texmaco was designated as Promoter in Kalindee Rail Nirman (Engineers) Limited by the Board of Directors of Kalindee at their Meeting held on 27 th December, 2013	

Note: In terms of letter of offer dated November 07, 2013 with respect to the open offer made by the Amalgamated Company for the equity shares of Amalgamating Company, the Amalgamated Company has agreed to purchase 1,937,960 shares of the Amalgamated Company, held by the erstwhile promoters of the Amalgamating Company ("Erstwhile Promoters"). The open offer was completed on December 11, 2013, and the Amalgamated Company was to complete the acquisition of the aforesaid shares prior to June 04, 2014. However, the acquisition of all the shares could not be completed by such date in light of lock-in of shares held by Kalindee Estates Private Limited, and issues pertaining to the inheritance and transmission of shares owned by Mr. Arvind Gemini (deceased), Mr. Lalit Kishore Gemini (deceased) and Mr. Ram Dayal Sharma (deceased), which are sub judice before the relevant courts. Based on a requisition dated June 28, 2014 made by ICICI Securities Limited, the manager to the open offer, Securities and Exchange Board of India has vide a letter dated July 30, 2014 and bearing number CFD/DCR/OW/22378/2014 given an extension to complete the transfer of shares held by Kalindee Estates Private Limited before October 30, 2014 and the shares held in the name of the other persons mentioned above before July 30, 2015. As on date, the sale of 704,180 shares has been completed by the Erstwhile Promoters (which includes the shares held by Kalindee Estates Private Limited) and the sale of the balance 1,233,780 shares is currently pending. However, in accordance with the scheme of arrangement, the entire 1,937,960 shares are considered for cancellation.

Texmaco Rail & Engineering Ltd.