TEXMACO

Texmaco Rail & Engineering Ltd.
Belgharia Works

November 26, 2014

National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (East), Mumbai - 400 051	**BSE Limited** General Manager Department of Corporate Services Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001	**Calcutta Stock Exchange Limited** 7, Lyons Range, Kolkata 700001

Dear Sirs,

Sub: Proposed Qualified Institutions Placement ("QIP") of equity shares ("Equity Shares") by Texmaco Rail & Engineering Limited ("Company")

Dear Sirs,

We wish to inform you that, in respect of issue of Equity Shares to Qualified Institutional Buyers pursuant to the QIP, the Committee of the Directors of the Company has, as its meeting held on November 26, 2014, pursuant to the board and shareholder resolutions dated July 21, 2014 and September 4, 2014, passed resolutions approving allotment of Shares as per the certified copy attached for your reference.

Kindly take the above notification on record and the same may be treated as compliance under applicable clause(s) of the equity listing agreement.

Thanking you,

Yours truly,
For Texmaco Rail & Engineering Limited

A.K. Vijay
Secretary

Encl: As Above

Certified copy of the resolution passed by the Committee of the Board of Directors of Texmaco Rail & Engineering Limited on 26th November, 2014 on the Allotment of Equity Shares

"**RESOLVED THAT** the allotment of 2,80,37,383 Equity Shares of face value Re.1 each (the "**Equity Shares**") at a price of Rs.107.00 per Equity Share including a premium of Rs.106.00 per Equity Share, aggregating to approximately Rs. 29,999.99 lakhs to Qualified Institutional Buyers, pursuant to Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**SEBI Regulations**"), Section 42 of the Companies Act, 2013 and the rules made thereunder, provisions in the Memorandum of Association and the Articles of Association of the Company, Placement Document dated November 21, 2014 and the Placement Agreement dated November 18, 2014, against receipt of full payment of application monies in the Escrow Account, in accordance with the details specified in the Confirmation of Allocation Note and the Application Form for the Issue and with the complete list of Allottees, details of which are placed before the committee and initialled by the Chairman for the purpose of identification, be and is hereby approved.

FURTHER RESOLVED THAT the Company do effect delivery / credit of the Equity Shares so allotted into the respective beneficiary accounts of the respective successful investors in dematerialized form, as per the details furnished by the respective successful investors.

"**FURTHER RESOLVED THAT** the Company do and hereby applies to the BSE Limited, the National Stock Exchange of India Limited and the Calcutta Stock Exchange Limited seeking their approvals for listing and trading of the Equity Shares."

FURTHER RESOLVED THAT the Equity Shares shall, rank *pari passu* with the existing equity shares of the Company and be entitled to such dividends and corporate benefits, if any, declared by the Company after the allotment.

FURTHER RESOLVED THAT the Company Secretary is further authorized to file the return of allotment with regard to the Equity Shares allotted as aforesaid, with the Registrar of Companies.

FURTHER RESOLVED THAT the names of such Allottees be extended into the register of equity share holders of the Company and/or the electronic records maintained in respect of dematerialized holding, as the case may be.

FURTHER RESOLVED THAT Mr. Ramesh Maheshwari, Executive Vice Chairman, Mr. D.H. Kela, Executive Director & CEO (SF), Mr. Sandeep Fuller, Executive Director & CEO (HED) and Mr. A.K. Vijay, Senior Vice President (Commercial) and Secretary be and are hereby authorized, severally, to take such action or to do all deeds, matters and things, including finalizing and executing/signing/filing with relevant authorities such documents as may be necessary, proper, desirous or expedient to give effect to the above resolutions, for the issue, allotment and listing of the said Equity Shares.

Capitalized terms used herein shall have the respective meaning assigned to them in the Placement Document unless specifically defined herein."

Certified to be true copy

For Texmaco Rail & Engineering Limited

A.K. Vijay
Secretary
Date: 26.11.2014