



Texmaco Rail & Engineering Ltd.

Belgharia Works

CIN L29261WB1998PLC087404

Dated: 15th June, 2015

*The Corporate Relation Department
BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400001.*

*The National Stock Exchange of India Limited
Plot C-1 Block – G, Exchange Plaza
Bandra Kurla Complex
Bandra (East),
Mumbai – 400051*

*The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata – 700 001*

Dear Sir(s),

We are enclosing herewith 3 copies of notice of postal ballot/ e-voting sent to the public shareholders of the Company in accordance with the provisions of Circular No. CIR/CFD/DIL/5/2013 dated 4th February, 2013 issued by the Securities and Exchange Board of India as amended vide circular No. CIR/CFD/DIL/8/2013 dated 21st May, 2013.

Thanking you,

Yours faithfully,

For Texmaco Rail & Engineering Limited

A.K. Vijay
Executive Director

Encl:a/a



Texmaco Rail & Engineering Limited

[CIN No. L29261WB1998PLC087404]

Registered Office: Belgharia, Kolkata – 700056

Tel No.033 2569 1500; Fax No.033 2541 2448; Email : texmail@texmaco.in; Website : www.texmaco.in

To

The Public Shareholders

Texmaco Rail & Engineering Limited ("Company")

The Board of Directors of the Company had, at its meetings held on May 21, 2014 and December 30, 2014 approved a Scheme of Amalgamation under Sections 391-394 of the Companies Act, 1956 ("Act") between Kalindee Rail Nirman (Engineers) Limited and Texmaco Rail & Engineering Limited and their respective Shareholders and Creditors (the "Scheme"). The Company seeks the approval of the Public Shareholders (the term "public" shall have the meaning ascribed to such term in Rule 2(d) of the Securities Contract (Regulation) Rules, 1957) to the Scheme by way of postal ballot pursuant to the requirements under Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, both issued by the Securities and Exchange Board of India ("SEBI Circulars"), conditions laid down in the Observation Letter dated April 09, 2015 issued by the BSE Limited ("BSE") and Observation Letter dated April 10, 2015 issued by the National Stock Exchange of India Limited ("NSE") and the Observation Letter dated April 10, 2015 issued by the Calcutta Stock Exchange Limited pursuant to the SEBI Circulars, the Listing Agreement and under the relevant provisions of applicable law.

The Scheme shall be implemented only upon and subject to all conditions prescribed in the Scheme, including approval of the Public Shareholders and the approval and sanction by the Hon'ble High Court of Judicature at Calcutta and the Hon'ble High Court of Delhi at New Delhi.

The Resolution on the Scheme along with the Explanatory Statement is set out in the accompanying "Notice of Postal Ballot" for your consideration. A Postal Ballot Form is also enclosed.

The Company has appointed Ms. Sudhanya Roy Choudhury of M/s. S. R. & Associates, Company Secretary in whole time practice, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Further, the approval of the Public Shareholders of the Company will also be sought on the Scheme under Sections 391-394 of the Act at the meeting of the Public Shareholders to be convened on July 14, 2015 as per the directions of the Hon'ble High Court of Judicature at Calcutta.

In terms of the SEBI Circulars, the Scheme shall be acted upon only if the votes cast by the Public Shareholders in favour of the Resolution are more than the number of votes cast by the Public Shareholders against the Resolution.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before July 13, 2015 at 17:00 hours. Ballot forms received after the said date will be treated as if the reply from such Public Shareholders has not been received.

In compliance with the provisions of the SEBI Circulars, Companies Act, 2013 read with the relevant rules and the Listing Agreement, the Public Shareholders may cast their votes either through Postal Ballot Form or through Electronic Form (e-voting). The instructions for voting in either of the two modes are set out in the Postal Ballot Form sent along with this Notice.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the postal ballots and the results of the postal ballot will be announced on July 16, 2015 at 12:00 hours at the Registered Office of the Company at Belgharia Kolkata-700056 and also posted on the website of the Company at www.texmaco.in.

By Order of the Board
For Texmaco Rail & Engineering Limited

Date : 9th June, 2015
Place : Kolkata

A. K. Vijay
Executive Director



Texmaco Rail & Engineering Limited

[CIN No. L29261WB1998PLC087404]

Registered Office: Belgharia, Kolkata – 700056

Tel No.033 2569 1500; Fax No.033 2541 2448; Email : texmail@texmaco.in; Website : www.texmaco.in

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions of the Companies Act, 2013, Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, both issued by the Securities & Exchange Board of India ("SEBI Circulars"), for the approval of the Public Shareholders (the term "public" shall have the meaning ascribed to such term in Rule 2 (d) of the Securities Contract (Regulations) Rules, 1957) of the Company to the following resolutions as Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 391-394 and other applicable provisions, if any, of the Companies Act, 1956 and Companies Act, 2013, and subject to the approval of the Hon'ble High Court of Judicature at Calcutta and subject to other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble High Court of Judicature at Calcutta, the Scheme of Amalgamation between Kalindee Rail Nirman (Engineers) Limited and Texmaco Rail & Engineering Limited and their respective Shareholders and Creditors be and is hereby approved".

RESOLVED FURTHER THAT the Board of Directors of the Company including duly constituted Committee of Directors thereof, be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary to have the Scheme approved by the Hon'ble High Court of Judicature at Calcutta and other relevant authorities (as may be required), to effectively implement the arrangement embodied in the Scheme and to accept such modifications and/or conditions, if any, which may be required and/or imposed by the Hon'ble High Court of Judicature at Calcutta and/or other relevant authorities, including to file relevant applications and make appropriate representations in respect thereof, and take all necessary steps in the matter as they may in their absolute discretion deem necessary, desirable or expedient to give effect to the above resolution, and to settle any questions, doubts and difficulties that may arise in this regard and incidental thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a duly constituted Committee of Directors be and are hereby authorized to delegate all or any of their powers herein conferred, to any Director(s) or any other officer(s)/authorized representative(s) of the Company to give effect to the aforesaid resolution."

By Order of the Board
For Texmaco Rail & Engineering Limited

Date : 9th June, 2015
Place : Kolkata

A. K. Vijay
Executive Director

Notes :

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ("2013 Act") is annexed hereto. The Public Shareholders may also refer to the Scheme of Amalgamation as attached to the notice of meeting of the shareholders convened by the Hon'ble High Court of Judicature at Calcutta. Copy of the Scheme of Amalgamation and Explanatory Statement are available at the website of the Company i.e. www.texmaco.in and may also be obtained from the Registered Office of the Company.
2. The Notice is being sent to all Public Shareholders (the term "public" shall have the meaning ascribed to such term in Rule 2(d) of the Securities Contracts (Regulation) Rules, 1957), whose names appear on the Register of Members/List of Beneficial Owners as received from Karvy Computershare Private Limited as on May 29, 2015. This is in accordance with the provisions of Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, issued by the Securities and Exchange Board of India.
3. The Notice is also placed on the Company's website, www.texmaco.in.
4. Voting period commences at 00:00 hours on June 14, 2015 and ends at 17:00 hours on July 13, 2015.
5. Resolution passed by the public shareholders through Postal Ballot will be deemed to have been passed at a General Meeting of the shareholders.
6. As required under Rule 20(3)(v) and Rule 22(3) of the Rules, advertisements are being published in the newspapers.
7. Pursuant to the SEBI Circulars, the Company is pleased to offer e-voting facility to the Public Shareholders, as an alternate to voting by dispatching the Postal Ballot Form to the Company, to enable them to cast their votes electronically. The Company has entered into an agreement with Karvy Computershare Pvt. Limited for facilitating e-voting. E-voting is optional for the public shareholders.
8. Public Shareholders who have registered their e-mail IDs are being sent Notice of Postal Ballot by e-mail and others are being sent by prescribed post along with Postal Ballot Form. Public shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link www.texmaco.in or seek duplicate Postal Ballot Form from the Company's Registrar and Share Transfer Agents namely, Karvy Computershare Private Limited, fill-in the details and send the same to the Scrutinizer.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 (1) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

1. BACKGROUND OF THE COMPANIES

1.1 Texmaco Rail & Engineering Limited

- i. Texmaco Rail & Engineering Limited, the Applicant/ Amalgamated Company was incorporated under the Companies Act, 1956 ("Act") on June 25, 1998 under the name Texmaco Machines Private Limited. The name of the Applicant/ Amalgamated Company was then changed to Texmaco Machines Limited pursuant to a Fresh Certificate of Incorporation Consequent upon Change of Name on Conversion to a Public Limited Company dated March 3, 2010 issued by the Registrar of Companies, West Bengal. The name of the Applicant/ Amalgamated Company was then changed to its present name pursuant to a Fresh Certificate of Incorporation Consequent upon Change of Name dated April 23, 2010 issued by the Registrar of Companies, West Bengal. The Registered Office of the Applicant/ Amalgamated Company is situated at Belgharia, Kolkata - 700 056, West Bengal, India.
- ii. The Applicant/ Amalgamated Company is involved in the business of manufacturing of rolling stock, hydro mechanical equipment, steel castings, agricultural and other equipment
- iii. The Equity Shares of the Applicant/ Amalgamated Company are listed on the BSE Limited ("BSE"), the National Stock Exchange Limited ("NSE") and the Calcutta Stock Exchange Limited.
- iv. The details of the share capital structure of the Applicant/ Amalgamated Company as on March 31, 2015 are as under:

Share Capital		Amount in Rupees
Authorized Capital		
300,000,000 equity shares of Re.1/- each.		300,000,000
Total		300,000,000
Issued, Subscribed and fully paid-up		
210,063,973 equity shares of Re.1/- each		210,063,973
Total		210,063,973

There has been no material change in the Share Capital structure of the Applicant/ Amalgamated Company after March 31, 2015.

1.2 Kalindae Rail Nirman (Engineers) Limited

- i. Kalindae Rail Nirman (Engineers) Limited, the Amalgamating Company, is a public limited company which was incorporated in the state of Rajasthan on February 15, 1984 under the Act. The Amalgamating Company earlier had its registered office at Jaipur in the state of Rajasthan, which was subsequently changed to its present registered office at New Delhi with effect from February 22, 2002. The Amalgamating Company has its registered office at F-5, Gautam Nagar, Gulmohar Park Road, New Delhi - 110 049.
- ii. The Amalgamating Company is authorized to and is primarily engaged in building infrastructure for rail transport under one roof on turn key basis.
- iii. The Equity Shares of the Amalgamating Company are listed on the BSE and the NSE.
- iv.

Share Capital		Amount in Rupees
Authorized Capital		
65,000,000 equity shares of Rs.10/-		650,000,000
Total		650,000,000
Issued, Subscribed and Paid-up		
16,507,597 equity shares of Rs.10/- each		165,075,970
Total		165,075,970

There has been no material change in the share capital structure of the Amalgamating Company subsequent to March 31, 2015.

2. BACKGROUND AND RATIONALE TO THE SCHEME OF AMALGAMATION

- 2.1 The transfer and vesting of the Amalgamating Company into and with the Applicant/ Amalgamated Company and the consequent dissolution without winding up of the Amalgamating Company pursuant to Sections 391 to 394 and other relevant provisions of the Act pursuant to this Scheme shall be in the interest to both the Amalgamating Company and the Applicant/ Amalgamated Company in the following ways:
 - (i) consolidation of the businesses presently being carried on by the Amalgamating Company and the Applicant/ Amalgamated Company, which shall create greater synergies between the business operations of both the companies;
 - (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) creation of value for various stakeholders and shareholders (including public shareholders) of both the Amalgamating Company and the Applicant Amalgamated Company, as a result of all of the foregoing.
- 2.2 The transfer and vesting of the Amalgamating Company into and with the Applicant/ Amalgamated Company, with effect from the Appointed Date (as defined in the Scheme) is in the interest of the shareholders, creditors and all other stakeholders of the Companies, and shall not in any manner be prejudicial to the interests of concerned shareholders and creditors or the general public at large.
- 2.3 Accordingly, the Board of Directors of the Applicant/ Amalgamated Company has approved and adopted the Scheme at its Board Meetings held on May 21, 2014 and December 30, 2014. The Board of Directors of the Amalgamating Company has pursuant to its meetings held on May 21, 2014 and December 30, 2014 approved and adopted the Scheme.
3. **SALIENT FEATURES OF THE SCHEME**
- 3.1 The salient features of the Scheme are as follows:-
- I. The Appointed Date under the Scheme is April 01, 2014.
 - II. The Effective Date under the Scheme is such of the last date when certified copies of the orders of the Courts sanctioning this Scheme are filed by the Applicant/ Amalgamated Company with the Registrar of Companies, West Bengal or the Amalgamating Company with the Registrar of Companies, National Capital Territory of Delhi and Haryana.
 - III. The Scheme provides:
 - (i) all assets of the Amalgamating Company that are movable in nature shall stand vested in the Applicant/ Amalgamated Company and shall become the property and an integral part of the Applicant/ Amalgamated Company;
 - (ii) all other movable properties of the Amalgamating Company shall without any further act, instrument or deed, become the property of the Applicant/ Amalgamated Company, and the same shall also be deemed to have been transferred by way of delivery of possession of the respective documents in this regard;
 - (iii) all immovable properties of the Amalgamating Company and all documents of title, rights and easements in relation thereto shall stand transferred to and be vested in and transferred to and/or be deemed to have been and stand transferred to and vested in the Applicant/ Amalgamated Company, without any further act or deed done or being required to be done by the Amalgamating Company and/or the Applicant/ Amalgamated Company;
 - (iv) all debts, liabilities and obligations, whether secured or unsecured of the Amalgamating Company shall be deemed to be the debts, liabilities, and obligations of the Applicant/ Amalgamated Company. All loans, advances and other obligations due from the Amalgamating Company to the Applicant/ Amalgamated Company or vice versa shall stand cancelled and shall have no effect;
 - (v) all contracts, agreements, and other instruments, for the purpose of carrying on the business of the Amalgamating Company, of every kind and description of whatsoever nature in relation to the Amalgamating Company shall be in full force and effect on, against or in favour of the Applicant/ Amalgamated Company and may be enforced as fully and effectually as if, instead of the Amalgamating Company, the Applicant/ Amalgamated Company had been a party thereto;
 - (vi) any notice, disputes, pending suits, appeals or other proceedings of whatsoever nature relating to the Amalgamating Company, whether by or against such Amalgamating Company, shall not abate, be discontinued or in any way prejudicially affected by reason of the amalgamation of the Amalgamating Company or of anything contained in this Scheme;
 - (vii) all permanent employees, employees/ personnel engaged on contract basis and contract labourers and interns/trainees of the Amalgamating Company, shall become employees, employees/personnel engaged on contract basis, contract labourers or interns/trainees, as the case may be, of the Applicant/ Amalgamated Company on such terms and conditions as are no less favourable than those on which they are currently engaged by the Amalgamating Company, without any interruption of service as a result of this amalgamation and transfer;
 - (viii) all the intellectual property rights of any nature whatsoever, including any and all registrations, goodwill, licenses, trademarks, service marks, copyrights, domain names, applications for copyrights, trade names and trade marks, appertaining to the Amalgamating Company, if any, shall stand transferred to and vested in the Applicant/ Amalgamated Company; and
 - (ix) all approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses and certificates of every kind and description whatsoever in relation to the Amalgamating Company shall be in full force and effect in favour of the Applicant/ Amalgamated Company and may be enforced as fully and effectually as if, instead of the Amalgamating Company, the Applicant/ Amalgamated Company had been a party thereto.
- 3.2 The Scheme provides that upon the Scheme becoming effective the Applicant/ Amalgamated Company shall issue fully paid-up equity shares of Re. 1 (Indian rupee one) each to the shareholders of the Amalgamating Company in a manner that each such equity shareholder of the Amalgamating Company shall be issued 106 (one hundred and six) fully paid-up equity shares of Re. 1 (Indian rupee one) each of the Applicant/Amalgamated Company for every 100 (one hundred) fully paid-up equity shares of Rs. 10 (Indian rupees ten) each held by such equity shareholder in the Amalgamating Company.
- (Please note that the features set out are not the only salient features of the Scheme and accordingly the Public Shareholders are requested to read the entire text of the Scheme to get fully acquainted with the provisions thereof).**
- 4. The Applicant/ Amalgamated Company has obtained Valuation Report dated May 20, 2014 of Walker Chandiook & Co LLP. The Amalgamating Company has obtained Valuation Report dated May 20, 2014 (along with Addendum Report dated May 21, 2014) of D.K. Munjal & Associates. Fairness Opinion dated May 21, 2014 has been issued by ICICI Securities Limited on the Valuation Reports. The above documents were placed before the Board of Directors of Applicant/ Amalgamated Company and the Amalgamating Company and the same were taken into account while approving the Scheme at the respective Board Meetings on May 21, 2014 and December 30, 2014 of the Applicant/ Amalgamated Company and May 21, 2014 and December 30, 2014 of the Amalgamating Company.
 - 5. The Scheme is subject to the approval of the Hon'ble High Court of Judicature at Calcutta and the Hon'ble High Court of Delhi at New Delhi.
 - 6. The financial position of each of the companies will not be affected by the Scheme and the rights and interests of the creditors of each of the companies will not be prejudicially affected by the Scheme.
 - 7. No investigation proceedings have been instituted or are pending in relation to the Applicant/Amalgamated Company under Section 235 to 251 of the Act or such other equivalent provisions of the Companies Act, 2013 as applicable.
 - 8. The details of the present directors of the Applicant/ Amalgamated Company and their shareholding in each of the Applicant/ Amalgamated Company (A) and the Amalgamating Company (B) either singly or jointly as on June 1, 2015 is as follows :-

S. No	Name of Director	Age (Yrs)	Position	Equity shares held in	
				A (Kalindee)	B (Texmaco)
1	Shri S. K. Poddar	69	Chairman	Nil	2497020
2	Shri Ramesh Maheshwari	82	Executive Vice Chairman	Nil	Nil
3	Shri A.C. Chakraborti	84	Independent Director	Nil	1800
4	Shri D. R. Kaarthikeyan	75	Independent Director	Nil	Nil
5	Shri Sampath Dhasarathy*	71	Independent Director	Nil	Nil
6	Shri Hemant Kanoria	52	Independent Director	Nil	Nil
7	Shri Sunil Mitra	63	Independent Director	Nil	Nil
8	Shri Akshay Poddar	38	Non Executive Director	Nil	14820
9	Ms. Mridula Jhunjhunwala	44	Independent Director	Nil	Nil
10	Shri D. H. Kela	74	Executive Director	Nil	Nil
11	Shri Sandeep Fuller	49	Executive Director	Nil	Nil
12	Shri A. K. Vijay	61	Executive Director	Nil	2530

* Ceased to be a Director of the Company w.e.f May 31, 2015

9. The details of the present directors of the Amalgamating Company and their shareholding in each of the Applicant/ Amalgamated Company (A) and Amalgamating Company (B) either singly or jointly as on June 1, 2015 is as follows:-

S. No	Name of Director	Age (Yrs)	Position	Equity shares held in	
				A	B
1.	Mr. Sandeep Fuller	49	Executive / Managing Director	Nil	Nil
2.	Mr. Hemant Kumar	76	Non Executive Non/ Independent Director	Nil	20,000
3.	Mr. Shanti Narain	74	Non Executive / Independent Director	Nil	Nil
4.	Mr. Suresh Kumar Khanna	75	Non Executive / Independent Director	1,000	Nil
5.	Mr. Kamal Kishore Agarwal	71	Non Executive / Independent Director	Nil	Nil
6.	Mr. Mahendra Kumar Khanna	70	Non Executive / Independent Director	Nil	Nil
7.	Mrs. Akella Rajalakshmi Venkateshwar	60	Non Executive / Independent Director	Nil	Nil

10. The following documents will be open for inspection by the Equity Shareholders of the Applicant/ Amalgamated Company up to one day prior to July 14, 2015 between 10:00 hours and 17:00 hours on all working days (Monday to Friday). The following documents have also been uploaded on the website of the Applicant/ Amalgamated Company at www.texmaco.in.

- Copy of Company Application No. 286 of 2015 filed by the Applicant/Amalgamated Company;
- Copy of the order dated May 14, 2015 of the Hon'ble High Court of Judicature at Calcutta in the above referred Company Application;
- Copy of the Memorandum and Articles of Association of the Applicant/ Amalgamated Company and the Amalgamating Company;
- Copy of the audited accounts of the Applicant/ Amalgamated Company and the Amalgamating Company as on March 31, 2014;
- Copy of Scheme of Amalgamation between Kalindee Rail Nirman (Engineers) Limited and Texmaco Rail & Engineering Limited and their respective Shareholders and Creditors;
- Copy of the Recommendation on the Share Exchange Ratio dated May 20, 2014 issued by D.K. Munjal & Associates;
- Copy of the Addendum to the Valuation Report dated May 21, 2014 issued by D.K. Munjal & Associates;
- Copy of the Recommendation on the Share Exchange Ratio dated May 20, 2014 issued by Walker Chandhiok & Co. LLP;
- Copy of the Fairness Opinion dated May 21, 2014 of ICICI Securities Limited;
- Audit Committee Report dated May 21, 2014;
- Copy of the Board Resolutions dated May 21, 2014 and December 30, 2014 of the Applicant/ Amalgamated Company;
- Copy of the Board Resolutions dated May 21, 2014 and December 30, 2014 of the Amalgamating Company;
- Complaints Report dated February 20, 2015 submitted to the NSE and BSE and the Calcutta Stock Exchange;
- Copy of the Observation Letters dated April 09, 2015; April 10, 2015; and April 10, 2015 issued by the BSE, the NSE and the Calcutta Stock Exchange respectively.

This Statement may be treated as the Statement under Section 393 of the Act. A copy of the Scheme and this Statement may also be obtained by any Equity Shareholder of the Applicant/Amalgamated Company up to one day prior to the date of the meeting at the Registered Office of the Applicant/ Amalgamated Company between 10:00 hours and 17:00 hours on all working days (Monday to Friday).

The Resolution, if approved, will be taken as effectively passed on the date of the court convened meeting of the equity shareholders of the Company, i.e., July 14, 2015.

The public shareholders are requested to communicate their Assent or Dissent in writing in the Postal Ballot Form sent herewith in accordance with the instructions set out therein. The Company is also offering e-voting facility as an alternate, to all its Public Shareholders to enable them to cast their vote electronically.

The Board recommends the resolution as set out in the Notice for approval of the public shareholders as an Ordinary Resolution.

By Order of the Board
For Texmaco Rail & Engineering Limited

Date : 9th June, 2015
Place : Kolkata

A. K. Vijay
Executive Director



Texmaco Rail & Engineering Limited

[CIN No. L29261WB1998PLC087404]

Registered Office: Belgharia, Kolkata – 700056

Tel No.033 2569 1500; Fax No.033 2541 2448; Email : texmail@texmaco.in;

Website : www.texmaco.in

POSTAL BALLOT FORM

Sl No. : 1

1. Name and Registered Address of the sole / first
named Shareholder :

2. Name(s) of Joint-Holder(s), if any :

3. Registered Folio No. / DP-ID No. & Client-ID No.* :
(*Applicable to shareholders holding shares in
dematerialized form)

4. Number of Shares held :

I/We hereby exercise my/our vote in respect of the Ordinary Resolution to be passed through Postal Ballot for the business stated in the Notice of Postal Ballot dated June 9, 2015 of the Company by conveying/sending my/our assent or dissent to the said Ordinary Resolution by placing tick (✓) mark at the appropriate box below:

Item No.	Description of Resolution	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Approval of the Scheme of Amalgamation between Kalindee Rail Nirman (Engineers) Limited and Texmaco Rail & Engineering Limited and their respective Shareholders and Creditors.			

Place :

Date :

(Signature of Shareholder)

Electronic Voting Particulars

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN

Instructions for Postal Ballot

1. A public shareholder desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached stamped self addressed envelope. Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the public shareholder(s) will also be accepted.
2. Please convey your assent/ dissent in this Postal Ballot Form. The assent or dissent received in any other form will not be considered valid.
3. The stamped self addressed envelope bears the name and postal address of the Scrutinizer appointed by the Company.
4. The Postal Ballot Form should be completed and signed by the public shareholder (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, this Form must be completed and signed by the first named public shareholder and in his /her absence, by the next named public shareholder.
5. Unsigned, incomplete, incorrectly ticked, defaced, torn, mutilated or overwritten Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballots will be final.
6. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 17:00 hours (the close of working hours) on July 13, 2015. Postal Ballot Form received after this date will be strictly treated as if the reply from such Public Shareholders(s) has not been received.
7. In the case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authorization together with the specimen signature(s) of the duly authorized signatories.
8. A Public Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than 17:00 hours (the close of working hours) on July 13, 2015.
9. The Postal Ballot will not be exercised by a proxy.
10. Public Shareholders are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium/s like pencil).
11. Voting rights will be reckoned on the paid-up value of the shares registered in the name(s) of the public shareholder(s) on the cut-off date i.e., May 29, 2015.
12. Public Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed stamped self addressed envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
13. There will be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of joint holders.
14. The Company is pleased to offer e-voting facility as an alternate to all the Public Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.

Instructions for E-voting

A. In case of Public Shareholders receiving e-mail:

Voting through electronic means:

- a. In compliance with the SEBI Circulars, the Company is pleased to provide Public Shareholders the facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by Karvy Computershare Pvt. Limited ("Karvy").
The instructions for e-Voting are as under:
 - i. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
 - ii. Enter the login credentials [i.e., user ID and password mentioned in the Postal Ballot Form or as mentioned in the e-mail sent to those Shareholders, who have registered their e-mail IDs]. Your Folio No./DP ID Client ID will be your user ID.
 - iii. Input user ID and password as initial password and 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, email 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, you will see Resolution Description and against the same the option 'FOR/AGAINST' for voting. Enter the number of Shares (which represents number of votes) as on the cutoff date under 'FOR/AGAINST' or alternately you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed the total shareholding. You may also choose the option 'ABSTAIN'.
 - 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 on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
 - ix. Once you 'CONFIRM', you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the Resolution.
 - x. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sudhanya.roychoudhury@gmail.com with a copy marked to evoting@karvy.com.
- b. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting User Manual for Shareholders available at the download section of <http://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. at Tel No. 1800 345 4001 (toll free).
- c. The voting rights of Shareholders shall be in proportion to their Shares of the paid up Equity Share Capital of the Company as on the cut-off date (record date) of May 29, 2015.
- d. The e-Voting period commences at 00:00 hours on June 14, 2015 and ends at 17:00 hours on July 13, 2015. During this period Shareholders of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date (record date) of May 29, 2015 may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the Vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
- e. The Results of the e-voting will be declared on July 16, 2015 at 12:00 hours. The declared Results along with the Scrutinizer's Report will be available on the Company's website www.texmaco.in and on the website of Karvy; such Results will also be forwarded to the Stock Exchanges where the Equity Shares of the Company are listed.

B. In case of Public Shareholders receiving the physical copy:

- i. Please follow all steps from sl. no. (i) to sl. no. (x) above to cast vote.
- ii. The voting period begins on June 14, 2015 at 00:00 hours and ends on July 13, 2015 at 17:00 hours. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of May 29, 2015, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter.
1. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at downloads section of Karvy's e-voting website <https://evoting.karvy.com> or write an email to evoting@karvy.com.
2. The Company has appointed Ms. Sudhanya Roy Choudhury, Company Secretary in whole-time practice as Scrutinizer, for conducting the entire Postal Ballot process in a fair and transparent manner.
3. Kindly note that the Public Shareholders can opt only one mode of voting i.e., either by physical postal ballot or e-voting. If you are opting for e-voting, then do not vote by physical postal ballot and vice versa. However, in case a public shareholder has voted both through physical postal ballot as well as e-voting, then voting done through valid e-voting will prevail and voting done by physical postal ballot will be treated as invalid. For this purpose, the Company has signed an agreement with Karvy for facilitating e-voting.
4. For the purpose of voting through physical ballot, you are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form (no other Form or photo copy is permitted) duly completed, in the enclosed stamped self addressed envelope, so as to reach the Scrutinizer at the address of the Company as printed on the said stamped self addressed envelope on or before July 13, 2015 (17:00 hours). No other request/ details furnished in the stamped self addressed envelope will be entertained.
5. In cases where the Postal Ballot Form has been signed by an Authorised Representative of a Body Corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form.
6. Voting rights will be reckoned on the paid-up value of the shares registered in the name(s) of the public shareholder(s) on the cut-off date i.e. May 29, 2015.
7. The Postal Ballot Forms received after July 13, 2015 will be treated as if reply from the Public Shareholder has not been received.
8. The Scrutinizer will submit his report addressed to the Chairman of the Company or to any other person duly authorized in this behalf by the Chairman, after completion of scrutiny of Postal Ballot (including e-voting) in a fair and transparent manner. The results of the Postal Ballot will be announced by the Chairman appointed by the Company in this regard or by the Person authorised in this behalf by the Chairman on July 16, 2015 at 12.00 hours at the Registered Office of the Company and will also be published in newspapers and communicated to the Stock Exchanges where the Company's shares are listed. The results of the E-Voting and Postal Ballot along with the Scrutinizer's report will also be displayed on the Company's website, www.texmaco.in and on the website of Karvy i.e. <https://evoting.karvy.com>.
9. Mr. A.K. Vijay, Executive Director of the Company, has been appointed as the person responsible for the entire Postal Ballot process. He will be responsible to address the grievances connected with the Postal Ballot.
10. Documents specifically stated in the Statement pursuant to Section 102 of 2013 Act are open for inspection at the Registered Office of the Company between 10:00 hours and 17:00 hours on all working days (except Saturdays, Sundays and Public Holidays) up to one day prior to July 14, 2015.

