

## Notice to the Shareholders

Notice is hereby given that the 70th Annual General Meeting of TEXMACO LIMITED will be held on Thursday, 12th August, 2010, at 2.30 P.M at Birla Building, 9/1, R. N. Mukherjee Road, Kolkata – 700 001 to transact the following business :

1. To receive and consider the Report of the Directors and to adopt the Audited Accounts of the Company for the year ended 31st March, 2010.
2. To declare Dividend on Equity Shares for the year ended 31st March, 2010.
3. To appoint a Director in place of Shri S. Dhasarathy, who retires by rotation and is eligible for re-election.
4. To appoint a Director in place of Shri Akshay Poddar, who retires by rotation and is eligible for re-election.
5. To appoint Auditors and to fix their remuneration.

### AS SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modifications the following Resolutions as Special Resolution:-

#### Item No. 6(i)

"RESOLVED THAT Shri Ramesh Maheshwari be and is hereby appointed as Director of the Company".

#### Item No. 6(ii)

"RESOLVED THAT pursuant to the provision of Sections 198, 269, 309 read with Schedule XIII and other applicable provisions, it any, of the Companies Act, 1956, the Company

hereby approves the appointment of Shri Ramesh Maheshwari as Executive Vice Chairman of the Company for a period of three years with effect from 13th January, 2010, not liable to retire by rotation and on such terms and conditions as approved by the Board of Directors and stated in the Explanatory Statement.

Belgharia

Kolkata – 700 056.

Dated : 29th May, 2010.

By Order of the Board

**A.K.Vijay**

Secretary

### NOTES:

(i) *A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote instead of himself, and the Proxy need not be a member.*

*The instrument appointing Proxy should however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.*

(ii) The Register of Members of the Company will remain closed from Friday, the 6th August, 2010 to Thursday, the 12th August, 2010, both days inclusive.

(iii) The Equity Shares of the Company are listed at The National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400051, Bombay Stock Exchange Limited, P. J. Towers, Dalal Street, Mumbai – 400001 and The Calcutta Stock Exchange Limited, 7 Lyons Range, Kolkata – 700001. The Annual Listing fee has been paid to each of the above Stock Exchanges.

## Explanatory Statements as required u/s 173 of the Companies Act, 1956

### AS SPECIAL BUSINESS

#### Item No. 6(i)

Shri Ramesh Maheshwari was appointed as an Additional Director of the Company w.e.f 13th January, 2010. Pursuant to provisions of Section 260 of the Companies Act, 1956 and Article 79(a) of the Articles of Association of the Company, Shri Ramesh Maheshwari will hold office as Director upto the date of the Annual General Meeting. Shri Maheshwari has been heading the operations of the Company for nearly 50 years as President & CEO and had successfully navigated the Company in turbulent times by keeping his team motivated to meet the daunting challenges. During the last 7 years, there has been

remarkable improvement in the performance of the company resulting in greater visibility in the corporate world. The company has turned out handsome results year after year and has gained recognition for its excellent infrastructure, design capability and manufacturing facilities.

As required under Section 257 of the Companies Act, 1956, a Notice has been received from a Shareholder signifying his intention to purpose the appointment of Shri Ramesh Maheshwari as a Director of the Company.

Except Shri Ramesh Maheshwari, no other Director is interested in the proposed resolution.

**Item No. 6(ii)**

Pursuant to the provisions of Sections 198, 269 and 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Shareholders by a Resolution in the General Meeting in due course, Shri Ramesh Maheshwari was appointed as Executive Vice Chairman for a period of three years with effect from 13th January 2010 on the following terms and conditions"

1	Salary	: Rs.4,50,000/- per month with increments as may be decided by the Board of Directors from time to time.
2	Perquisites	
	<b>CATEGORY- A</b>	
	a) Housing	: i) Free furnished accommodation. ii) The expenditure incurred on gas, electricity, water and furnishing shall be valued as per Income Tax Rule, 1962.
	b) Medical Reimbursement	: Reimbursement of actual expenses incurred by the Executive Vice Chairman for self and his family subject to the ceiling of one month's Salary in a year or three months' Salary over a period of three years.
	c) Leave Travel Concession	: For self and his family once in a year in accordance with the Rules of the Company.
	d) Leave	: As per the Rules of the Company.
	e) Club Fees	: Subject to maximum of two Clubs. No admission or life membership will be paid by the Company.
	<b>CATEGORY – B</b>	
	a) Contribution to Provident Fund and Superannuation Fund	: Contribution to Provident Fund and Superannuation Fund shall be as per the Rules and Superannuation Fund of the Company.
	b) Gratuity, Bonus, Leave Encashment & other Allowances	: As per the Rules of the Company.
	<b>CATEGORY – C</b>	: Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. However, long distance calls on telephone and use of Car for private purpose shall be billed by the Company.
3	In the event of the loss or inadequacy of profit in any financial year during his tenure as the Executive Vice Chairman, the aforesaid remuneration shall be treated as minimum remuneration.	
4	The variation and increase in the remuneration of Executive Vice Chairman shall not exceed 5% of the profits of the Company and the limits specified in Schedule XIII of the Companies Act, 1956.	
	Memorandum of concern or interest	: Except Shri Ramesh Maheshwari, no other Director of the Company is concerned or interested in the above.

Belgharia  
Kolkata – 700 056.  
Dated : 29th May, 2010.

By Order of the Board  
**A.K.Vijay**  
Secretary



Registered Office: Belgharia, Kolkata – 700 056

## ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the entrance of the Hall.

Full name of Shareholder (in block letters):	Folio / Client ID*/DP ID* No.:
	No. of shares held:

I hereby record my presence at the 70th Annual General Meeting of TEXMACO LIMITED will be held on Thursday, 12th August, 2010, at 2.30 P.M at Birla Building, 9/1, R. N. Mukherjee Road, Kolkata – 700 001.

### Signature of the Shareholder/ Proxy:

- Notes:
1. Only Shareholder of the Company or their proxy will be allowed to attend the meeting.
  2. Shareholder/ Proxy holder desiring to attend the meeting should bring their copy of the Annual Report for reference at the meeting.



Registered Office: Belgharia, Kolkata – 700 056

## PROXY FORM

Folio / Client ID*/DP ID* No.:	No. of shares held:
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I/We \_\_\_\_\_ of \_\_\_\_\_ in the District of \_\_\_\_\_ being a Member/Members of the above named Company, hereby appoint Mr./ Ms. \_\_\_\_\_ of \_\_\_\_\_ in the District of \_\_\_\_\_ or failing him/ her Mr./ Ms. \_\_\_\_\_ of \_\_\_\_\_ in the District of \_\_\_\_\_ or failing him/ her Mr./ Ms. \_\_\_\_\_ of \_\_\_\_\_ in the District of \_\_\_\_\_ as my / our proxy to attend and vote for me / us on my / our behalf at the 70th Annual General Meeting of TEXMACO LIMITED will be held on Thursday, 12th August, 2010, at 2.30 P.M at Birla Building, 9/1, R. N. Mukherjee Road, Kolkata – 700 001 and/or at any adjournment thereof.

As witness my/our hand(s) this \_\_\_\_\_ day of \_\_\_\_\_ 2010.

Signature \_\_\_\_\_

Affix  
Revenue  
Stamp

Note: This proxy duly completed must be deposited at the Registered Office of the Company, not less than 48 hours before the time of holding the aforesaid meeting. The proxy need not be a member of the Company.





**TEXMACO LIMITED**

Annual Report 2009-10

Ready for the  
**global connect**  
through strategic partnerships





# Leveraging the rich past, preparing for an exciting future.

Texmaco set out seven decades ago in 1939 on a unique journey to create a footprint on the industrial road map of the country. It pioneered 'Many a first' in various key engineering sectors such as, Textile Spinning Frames, Boilers, Hydro-mechanical Equipment, Sugar Machinery and Railway Freight Cars. It has since emerged as a leading engineering company with one of the best manufacturing infrastructure.

The Company enjoys unrivalled leadership in the manufacture of new design hi-capacity Stainless Steel freight cars, and Hydro-Mechanical Equipment for Mega Hydro-Power Stations across the country.

In the fast growing Indian economy, the Company is ready to take a big leap in the infrastructure sector with its reservoir of engineering skills and experience built over several decades. Its performance track record in domestic and international markets is promising for its launch into a new growth trajectory.

## Our businesses

### Rolling Stock

The Company's Rolling Stock Division started its operation in 1954. It pioneered the export of wagons during mid-sixties. The Division manufactures general purpose and commodity-specific special wagons catering to the Indian Railways and core sectors across the industry. It has emerged as the largest wagon manufacturer in India with outstanding infrastructure facility.



### Steel Foundry

Backed by extensive experience of the last seven decades, the Company embarked on a new State-of-the-Art Steel Foundry in 2007, the best and the largest Steel Foundry in India. This Foundry has put the Company on the global map for outsourcing highly intricate steel castings by renowned international buyers. The Foundry has earned the distinction of Quality Assurance Certificate (M-1003) from AAR (Association of American Railroads), making it the only Foundry in India qualified to export railway castings to the North American market. Recently, it was crowned with the "IIF Foundry of the Year 2009" by The Institute of Indian Foundrymen.



### Hydro Mechanical Equipment & Steel Structural

The Division pioneered the manufacture of Hydro-Mechanical Equipment in India in the mid-Fifties. It manufactures equipment for mega Hydro-Power, Irrigation and Flood Control Projects. It also specialises in Heavy Steel Structures for industrial and infrastructure projects.

### Process Equipment & Agro Machinery

The Division pioneered the manufacture of Water Tube Boilers (1950) and Sugar Mill Machinery (1956). It manufactures hi-tech Plant & Machinery, Pressures Vessels, Cryogenic Vessels and Agro Machinery.

### Projects

The Company is moving from products to projects to get into the big business league. Infrastructure Projects are the major driver of the Indian economy, and the Project Division of the Company is the creative hub to explore major opportunities for expansion and diversification in the Rail sector and other engineering fields synergic with its core competence.

### Real Estate

The Real Estate development is going to be a major commercial venture of the Company following the recent judgment of the Hon'ble Supreme Court. It will add substantially to the fortunes of the Company in the near future. It is planned to diversify into civil construction activity to build the Turnkey Project capability of the Company.

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# Corporate information

## Directors

Shri S. K. Poddar, Chairman  
Shri Ramesh Maheshwari, Exec. Vice Chairman  
Shri B. P. Bajoria  
Shri H. C. Gandhi  
Shri A. C. Chakrabortti  
Dr. H. Sadhak, Nominee of LIC  
Shri Manish Gupta  
Shri S. Dhasarathy  
Shri Akshay Poddar  
Shri D. H. Kela, President & CEO

## Secretary

Shri A. K. Vijay

## Auditors

M/s K. N. Gutgutia & Co., Kolkata

## Bankers

State Bank of India

## Registered Office

Belgharia, Kolkata 700 056

## Corporate Office

Birla Building  
9/1, R. N. Mukherjee Road  
Kolkata 700 001

## Regional Offices

New Delhi  
Mumbai  
Chennai

## Heavy Engineering

Agarpara (West Bengal)  
Sodepur (West Bengal)  
Panihati (West Bengal)

## Steel Foundry

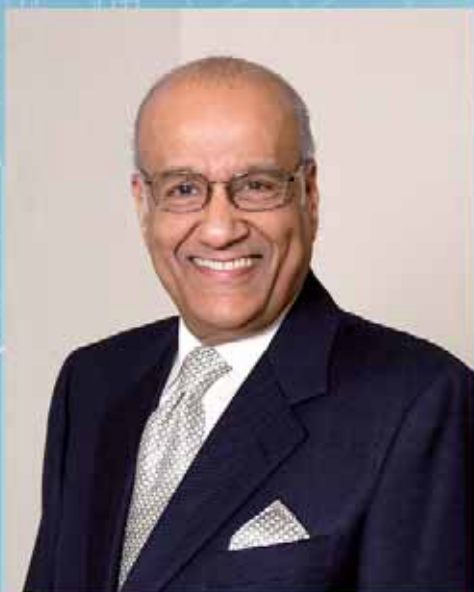
Belgharia (West Bengal)

## Mini Hydro-Power

Darjeeling (West Bengal)

## Real Estate

## Chairman's message



*Dear Shareholders,*

I take pleasure in presenting you an overview of the 70th Annual Report of Texmaco Limited for the year ended March 2010.

The financial year 2009-10 started in the backdrop of global uncertainties and financial turbulence. Fortunately, the Indian economy has done reasonably well and is poised to return to high levels of growth. Excluding China, India has recorded one of the highest growth rates in the world. In this regard, some of the noteworthy initiatives of the UPA Government are reflected in the massive expansion of the middleclass, major investments in rural India, and a slew of popular social schemes, which have been instrumental in attaining the growth rates being currently witnessed in the country. Inflation does remain a cause of worry, but with the prediction of a normal monsoon, it is likely to come under control by the end of the year.

It is a matter of considerable satisfaction that Texmaco completed a very successful fund raising programme to the tune of Rs. 1,705.60 million in July 2009 under QIP through an issue of 16.4 million equity shares, at 104 times of the face value of Re.1 per share. This has contributed to expanding our Reserves by over Rs. 5,428 million.

The Company recorded its highest turnover and profitability with a top line of Rs. 11,255 million and a cash profit of Rs. 1,505 million. The prospects for the core business of the Company – Railway Wagons - continue to be strong. Unfortunately, there was an abnormal delay in the release of the wagon order by Indian Railways for the year 2009-10. The Company would have produced a larger number of wagons if the order had been released on time.

Our professional Management and the value system helped us to perform well in the year, which will stand the Company in good stead in the future. One of the major steps taken by the Company was in the field of improving production efficiency and quality standards so that we earn the distinction by offering a superior quality of products to our customers. In this connection, we have engaged the services of global specialists to help raise Texmaco's ranking not only as the best in India but among the Best Wagon Makers in the world.