



## Notice to the Shareholders

Notice is hereby given that the 15th Annual General Meeting of TEXMACO RAIL & ENGINEERING LIMITED will be held on Saturday, 7th September, 2013 at 2:30 P.M. at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata - 700 056 to transact the following businesses:

### AS ORDINARY 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, 2013.
2. To declare Dividend on Equity Shares for the year ended 31st March, 2013.
3. To appoint Directors in place of Shri Sampath Dhasarathy and Shri Akshay Poddar, who retire by rotation and are eligible for re-election.
4. To appoint Auditors and to fix their remuneration. In this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution.

"Resolved that Messrs. K. N. Gutgutia & Co., Chartered Accountants (Registration No. 304153E), be and are hereby appointed as the Auditors of the Company to hold such office until the conclusion of the next Annual General Meeting to conduct the audit at a remuneration as may be decided by the Board of Directors of the Company."

### AS SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modification(s) the following Resolution as an Ordinary Resolution:-

#### Item No. 5

"RESOLVED that Shri Sunil Mitra, who has been appointed as an Additional Director of the Company w.e.f. 5th November, 2012 by the Board of Directors and who holds office as per Section 260 of the Companies Act, 1956

up to the date of this Annual General Meeting and in respect of whom, the Company has, pursuant to Section 257 of the Companies Act, 1956, received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

To consider and if thought fit, to pass with or without modification(s) the following Resolutions as Special Resolutions:-

#### Item No. 6

"RESOLVED that 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, the Company hereby approves the re-appointment of Shri Ramesh Maheshwari as the Executive Director and Executive Vice Chairman of the Company for a period of three years with effect from 25th September, 2013, 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."

#### Item No. 7

"RESOLVED that 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, the Company hereby approves the re-appointment of Shri D. H. Kela as an Executive Director of the Company for a period of three years with effect from 25th September, 2013, 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 : 30th May, 2013

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 / herself, 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 close from 2nd September, 2013 to 7th September, 2013 both days inclusive.
- (iii) The Equity Shares of the Company are listed at National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051, Bombay Stock Exchange Limited, P. J. Towers, Dalal Street, Mumbai – 400 001 and The Calcutta Stock Exchange Limited, 7 Lyons Range, Kolkata – 700 001. The Annual Listing fee has been paid to each of the above Stock Exchanges.
- (iv) In terms of Section 256 of the Companies Act, 1956, Shri Sampath Dhasarathy and Shri Akshay Poddar retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offer themselves for

re-appointment. The Board recommends their re-appointment. Shri Dhasarathy does not hold any Equity Share of the Company and Shri Poddar holds 14,820 Equity Shares of the Company. Additional information in respect of their re-appointment, pursuant to Clause 49 of the Listing Agreement with Stock Exchanges is appearing in the Report on the Corporate Governance.

- (v) The Profit and Loss Account for the financial year ended 31st March, 2013, the Balance Sheet as at that date, the Auditors' Report, the Directors' Report and all other documents annexed or attached to the Balance Sheet, are available for inspection by the Members at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on working days up to this Annual General Meeting.
- (vi) Members who have not registered their e-mail address so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.
- (vii) In line with the SEBI Circular dated 21st March, 2013 emphasizing on electronic funds transfer, Members are requested to provide their Bank details to the Company / RTA in order to avail the electronic payment facility.

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

### AS SPECIAL BUSINESS

#### Item No. 5

Shri Sunil Mitra was appointed as an Additional Director on the Board of Directors of the Company w.e.f. 5th November, 2012. As per provisions of Section 260 of the Companies Act, 1956, ('Act'), Shri Mitra shall hold office up to the date of the Annual General Meeting of the Company. The Company has received valid notice and requisite deposit from a Member of the Company under Section 257 of the Act, proposing the candidature of Shri Mitra for the office of the Director. In view of the background and valuable experience of Shri Mitra, it will be in the interest of the Company that he continues as a Director of the Company.

Shri Mitra held the office of Revenue & Finance Secretary, Government of India, prior to his retirement in June 2011. In his public service career spanning over three and a half decades, he successfully spearheaded important policy initiatives in public finance at the national level, including a new disinvestment policy and far-reaching taxation reforms. During his earlier appointments under the West Bengal Government, he is credited with the design and implementation of significant policy reform initiatives in the State-owned Public Sector Enterprises and the State's power sector.

After completing his term of public service, Shri Mitra chaired a Committee in the Planning Commission between October 2011 and August 2012, which was tasked with a comprehensive review of the eco-system to foster entrepreneurship in the country. He presently resides in Kolkata and serves as a Non-executive & Independent Director on the Boards of a number of other Public and Private Companies.

Presently, Shri Mitra is also engaged in leading a team for a Consortium led by M/s. IPE Global Private Limited, New Delhi that is designing and will implement a Knowledge Partnership Programme for the Department of International Development of the Government of the United Kingdom.

Shri Mitra is presently associated with the following other Companies as a Director :-

<b>Name of the Company</b>
West Bengal State Electricity Distribution Company Limited
IPE Global Private Limited
Calcutta Promotions
Patton International Limited
Peerless Trust Management Company Limited
Nicco Parks & Resorts Limited
Magma HDI General Insurance Company Limited
Edelweiss Financial Services Limited

Shri Mitra is also a member of the various committees of the following Companies :-

<b>Name of the Company</b>	<b>Committee</b>	<b>Position</b>
Magma HDI General Insurance Company Limited	Audit Committee	Chairman
Peerless Trust Management Company Limited	Audit Committee	Chairman
West Bengal State Electricity Distribution Company Limited	Audit Committee	Member
Nicco Parks & Resorts Limited	Shareholder Investor Grievance Committee	Member

Except Shri Mitra, no other Director is interested in the proposed Resolution.

#### **Item No. 6**

Shri Ramesh Maheshwari joined Texmaco 52 years back, and served the Company as the President and CEO till December 2009. Post Demerger of the Heavy Engineering and Steel Foundry Divisions from Texmaco Limited to the Company, he was appointed as the Executive Director and Executive Vice Chairman of the Company w.e.f. 25th September, 2010 for a period of three years.

Shri Ramesh Maheshwari has successfully steered the Company during his long tenure, including some turbulent phases, and earned recognition in the Corporate World for his strong leadership and dynamism. During the last decade especially, there has been remarkable improvement in the performance of the Company with high visibility for its impressive financial results, supported by excellent infrastructure including world class design capabilities and manufacturing facilities.

Shri Maheshwari is presently associated with the following other Companies as a Director :-

<b>Name of the Company</b>
Texmaco UGL Rail Private Limited
Touax Texmaco Railcar Leasing Private Limited
Adventz Investments and Holdings Limited
SMIFS Capital Markets Limited
Lionel Edwards Limited

Shri Maheshwari is also a member of the various Committees of the following Companies :-

Name of the Company	Committee	Position
Texmaco Rail & Engineering Limited	Audit Committee	Member
	Investors' / Shareholders'	Member
	Grievances Committee	
Adventz Investments and Holdings Limited	Audit Committee	Member

The Board of Directors of your Company at its Meeting held on 30th May, 2013 approved, on the recommendations of the Nomination and Remuneration Committee, the re-appointment of Shri Ramesh Maheshwari as the Executive Director and Executive Vice Chairman of the Company for a further period of three years with effect from 25th September, 2013. The terms and conditions of his employment have been approved by the Board as per the statement appearing herein:

1	Salary	: Rs.6,75,000/- per month with increments as may be decided by the Board of Directors from time to time within the ceiling as prescribed under the Companies Act, 1956 ('Act').
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 Rules, 1962.
	b) Medical Reimbursement	: Reimbursement of actual expenses incurred 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) Bonus / Exgratia	: As per the Rules of the Company.
	e) Leave	: As per the Rules of the Company.
	f) Club Fees	: Subject to maximum of two Clubs. No admission or life membership fee will be paid by the Company.
	<b>CATEGORY – B</b>	
	a) Contribution to Provident Fund and Superannuation Fund	: As per the Rules of the Company.
	b) Gratuity	: 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 an Executive Director and Executive Vice Chairman, the aforesaid remuneration shall be treated as minimum remuneration.	
4	The variation and increase in the remuneration of Executive Director and Executive Vice Chairman shall not exceed 5% of the profits of the Company as calculated under Sections 349 and 350 of the Act and the limits specified in Schedule XIII of the Act.	

The Company has received valid notice and requisite deposit from a Member of the Company under Section 257 of the Act, proposing the candidature of Shri Maheshwari for the office of the Executive Director.

In view of the above and subject to passing of the Resolution as set out in the Notice, it will be in the interest of the Company that Shri Maheshwari continues as the Executive Director and Executive Vice Chairman of the Company.

This shall also form part of abstract under Section 302 of the Act.

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

#### Item No. 7

Shri D. H. Kela was appointed as an Executive Director of the Company w.e.f. 25th September, 2010 for a period of 3 years.

Shri D. H. Kela aged about 72 years, is a graduate in Metallurgical Engineering of 1964, having vast experience of more than 45 years in the industry, having held senior positions in engineering and metallurgical companies.

Shri Kela is presently associated with the following other Companies as a Director :-

**Name of the Company**

High Quality Steels Limited

Texmaco UGL Rail Private Limited

Touax Texmaco Railcar Leasing Private Limited

Shri Kela is also a Member of the Investors' / Shareholders' Grievances Committee of the Company.

The Board of Directors of your Company at its Meeting held on 30th May, 2013 approved, on the recommendations of the

Nomination and Remuneration Committee, the re-appointment of Shri D. H. Kela as an Executive Director of the Company for a period of three years with effect from 25th September, 2013. The terms and conditions of his employment have been approved by the Board as per the statement appearing herein:

1	Salary	: Rs.4,50,000/- per month with increments as may be decided by the Board of Directors from time to time within the ceiling as prescribed under the Companies Act, 1956 ('Act').
2	Perquisites	
	<b>CATEGORY – A</b>	
	a) Housing	: i) Free furnished accommodation or HRA up to 40% of salary. ii) The expenditure incurred on gas, electricity, water and furnishing shall be valued as per Income-tax Rules, 1962.
	b) Medical Reimbursement	: Reimbursement of actual expenses incurred 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) Bonus / Exgratia	: As per the Rules of the Company.
	e) Leave	: As per the Rules of the Company.
	f) Club Fees	: Subject to maximum of one Club. No admission or life membership fee will be paid by the Company.
	<b>CATEGORY – B</b>	
	a) Contribution to Provident Fund and Superannuation Fund	: As per the Rules of the Company.
	b) Gratuity	: 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 an Executive Director, the aforesaid remuneration shall be treated as minimum remuneration.	
4	The variation and increase in the remuneration of Executive Director shall not exceed 5% of the profits of the Company as calculated under Sections 349 and 350 of the Act and the limits specified in Schedule XIII of the Act.	

The Company has received valid notice and requisite deposit from a Member of the Company under Section 257 of the Act, proposing the candidature of Shri Kela for the office of the Executive Director.

In view of the above and subject to passing of the Resolution as set out in the Notice, it will be in the interest of the Company that Shri Kela continues as an Executive Director of the Company.

This shall also form part of abstract under Section 302 of the Act.

Except Shri D. H. Kela, no other Director is interested in the proposed Resolution.

Belgharia  
Kolkata – 700 056  
Dated : 30th May, 2013

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





## TEXMACO RAIL & ENGINEERING LTD.

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 15th Annual General Meeting of TEXMACO RAIL & ENGINEERING LIMITED held on Saturday, 7th September, 2013, at 2:30 P.M. at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata - 700 056.

#### 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.

TEAR HERE

TEAR HERE



## TEXMACO RAIL & ENGINEERING LTD.

Registered Office: Belgharia, Kolkata – 700 056

### PROXY FORM

Folio / Client ID*/DP ID* No.:	No. of Shares held:
--------------------------------	---------------------

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 15th Annual General Meeting of TEXMACO RAIL & ENGINEERING LIMITED to be held on Saturday, 7th September, 2013, at 2:30 P.M. at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata - 700 056 and/or at any adjournment thereof.

As witness my/our hand(s) this \_\_\_\_\_ day of \_\_\_\_\_ 2013.

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 RAIL & ENGINEERING LTD.**

Annual Report 2012-13

**Ready for  
the next orbit**



# Cutting Edge Technology

