



21st May, 2014

The Corporate Relation Department
BSE Limited,
25th Floor, P.J. Towers,
Dalal Street, Fort,
Mumbai – 400 001

The Listing Department
National Stock Exchange of India Limited,
5th Floor, Exchange Plaza,
Bandra – Kurla Complex,
Bandra (E),
Mumbai – 400 051

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

Ref: (i) Clause 22 and Clause 36 of the Equity Listing Agreement
(ii) Letter dated April 15, 2014 sent by the Company

Sub: Outcome of Board Meeting dated 21st May, 2014

Dear Sir,

1. We are enclosing herewith a copy of Audited Financial Results of the Company for the Financial Year ended 31st March, 2014 for your kind information and record.

Further, Directors at their Meeting, inter alia, have recommended a Dividend of 25% i.e. Re. 0.25 per fully paid up Equity Shares of Re. 1/- each. The Dividend on Equity Share, on approval at the Annual General Meeting, is expected to be credited / dispatched to the members by mid September, 2014.

2. **Scheme of Amalgamation**

In compliance with the provisions of Clause 22, Clause 36 and other applicable clauses of the Equity Listing Agreement, we hereby inform you that pursuant to the authority vested in the Committee of Directors of Texmaco Rail & Engineering Limited ("Company") by the Board of Directors of the Company ("Board") on 15th April, 2014, to explore and evaluate various organic and inorganic restructuring options available to the Company, the Committee of Directors has submitted its recommendations to the Board.



TEXMACO

Texmaco Rail & Engineering Ltd.
Belgharia Works

The Committee has, with the objective of synergic consolidation and integration, recommended the amalgamation of Kalindee Rail Nirman (Engineers) Limited ("Kalindee"), a listed public limited company in which the Company holds 49.07% shareholding (including Equity Shares to be transferred under a Share Purchase Agreement entered into with the erstwhile promoters of Kalindee), into and with the Company, by way of a Scheme of Amalgamation in terms of Sections 391 to 394 of the Companies Act 1956 ("Scheme"). The Audit Committee of the Company has also recommended the Scheme to the Board.

The Board has in its meeting held today, accepted the recommendations of the said Committee of Directors and the Audit Committee, and has *inter-alia* approved the Scheme, which shall result in the amalgamation of Kalindee into and with the Company with effect from 1st April, 2014, i.e., the Appointed Date. The share 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. Further, no shares shall be issued to the Company in lieu of its shareholding in Kalindee, and its investments, being equity shares, in Kalindee shall stand cancelled.

The Scheme shall be implemented in accordance with all applicable laws, including all applicable SEBI regulations, and the Scheme shall be filed with the stock exchanges, in due course, in terms of Clause 24(f) of the Equity Listing Agreement for procuring their no objection.

This is for your information and record.

Yours faithfully

For Texmaco Rail & Engineering Limited

A. K. Vijay
Secretary

Encl :a/a