

**TEXMACO****Texmaco Rail & Engineering Ltd.
Belgharia Works**Date: 30th December, 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*

Dear Sir(s),

We are to inform you that the Board in its meeting held today discussed and approved filing of application, for sanction to the Scheme of Amalgamation of Kalindee Rail Nirman (Engineers) Limited with the Company, as required pursuant to clause 24(f) of the Listing Agreement, in furtherance to the decision taken by it in its meeting held on May 21, 2014. The share swap ratio of 1.06:1, i.e., 106 (One Hundred and six only) fully paid-up equity shares of Re. 1 each of the Company to be issued for every 100 (One Hundred) fully paid-up equity share of Rs. 10 each held by a shareholder in Kalindee Rail Nirman (Engineers) Limited, shall remain unchanged.

We are further to state that the application under Clause 24(f) of the Listing Agreement duly complete in all respects shall be forwarded to your office in due course of time.

The Board further approved appointment of Shri A. K. Vijay, CFO & Secretary of the Company on the Board of Directors and be designated as Executive Director, w.e.f. 1st January, 2015.

We request you to kindly treat the disclosure in compliance with the Listing Agreement.

This is for your information and record.

Thanking You,
Yours Faithfully,
For Texmaco Rail & Engineering Limited

Executive Director