

**TEXMACO**


The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400 001

Texmaco Rail & Engineering Ltd.**Belgharia Works****CIN No.: L29261WB1998PLC087404****GSTIN No. 19AABCT2592E1ZA**Dated: 26th September, 2017

**Compliance Report as required for submission with the Scheme of Arrangement between
Texmaco Rail & Engineering Limited, Texmaco Hi-tech Private Limited and
Bright Power Projects (India) Private Limited**

It is hereby certified that the draft scheme of arrangement involving Texmaco Rail & Engineering Limited ('TexRail'), Texmaco Hi-tech Private Limited ('TexHi-tech') and Bright Power Projects (India) Private Limited ('Bright Power') does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CFD/DIL3/CIR/2017/21, dated March 10, 2017, as modified by SEBI Circular No. CFD/DIL3/CIR/2017/26, dated March 23, 2017, including the following w.r.t. TexRail:

Reference	Particulars
Regulations 17 to 27 of LODR Regulations	Corporate governance requirements
Regulation 11 of LODR Regulations	Compliance with securities laws
Requirements of this circular	
(I)(A)(2)	Submission of documents to Stock Exchanges
(I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities
(I)(A)(4) (a)	Submission of Valuation Report
(I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards
(I)(A)(9)	Provision of approval of public shareholders through e-voting


Ravi Varma
Company Secretary


D. H. Kela
Executive Director

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving TexRail, TexHi-tech and Bright Power are in compliance with all the Accounting Standards applicable to a listed entity.


A. K. Vijay
Executive Director & CFO




D. H. Kela
Executive Director