

Format of the Compliance Report to be submitted along with the draft scheme

It is hereby certified that the draft scheme of arrangement involving Texmaco Rail & Engineering Limited and Belgharia Engineering Udyog Private Limited 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 this circular, including the following:

| Sl. | Reference | Particulars | Remarks |
|-------------------------------|--|---|----------------|
| 1 | Regulations 17 to 27 of LODR Regulations | Corporate governance requirements | Complied |
| 2 | Regulation 11 of LODR | Compliance with securities laws | Complied |
| Requirements of this circular | | | |
| (a) | Para (I)(A)(2) | Submission of documents to Stock Exchanges | Complied |
| (b) | Para (I)(A)(2) | Conditions for schemes of arrangement involving unlisted entities | Complied |
| (c) | Para (I)(A)(4) (a) | Submission of Valuation Report | Complied |
| (d) | Para (I)(A)(5) | Auditors certificate regarding compliance with Accounting Standards | Complied |
| (e) | Para (I)(A)(9) | Provision of approval of public shareholders through e-voting | Not Applicable |

K. K. Rajgaria
K. K. Rajgaria
 Company Secretary



Sudipta Mukherjee
Sudipta Mukherjee
 Deputy Managing Director

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Texmaco Rail & Engineering Limited and Belgharia Engineering Udyog Private Limited are in compliance with all the Accounting Standards applicable to a listed entity.

Hemant Bhuwania
Hemant Bhuwania
 Chief Financial Officer



Sudipta Mukherjee
Sudipta Mukherjee
 Deputy Managing Director

An adventz group company

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