



Texmaco Rail & Engineering Ltd.

Belgharia Works

CIN No.: L29261WB1998PLC087404
GSTIN No. 19AABCT2592E1ZA

31st August, 2021

National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex
Bandra (E), Mumbai – 400051
Symbol -TEXRAIL

BSE Limited
P. J. Towers,
Dalal Street,
Mumbai – 400001
Scrip Code - 533326

Dear Sirs,

In continuation to our letter dated 27th August, 2021 informing that the Annual General Meeting ('AGM') of the Company will be held on **Friday, 24th September, 2021 at 11:00 a.m. (IST)** through Video Conferencing / Other Audio Visual Means, we are now enclosing herewith a copy of the Notice of the AGM and the Annual Report for your reference.

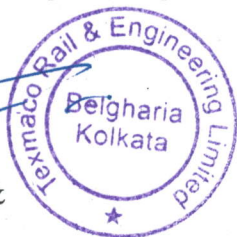
The Notice of the AGM and the Annual Report are also available on the website (www.texmaco.in) of the Company.

Thanking you,

Yours faithfully,

For Texmaco Rail & Engineering Limited

Ravi Varma
Company Secretary &
Compliance Officer



TEXMACO RAIL & ENGINEERING LIMITED

CIN: L29261WB1998PLC087404

Registered Office: Belgharia, Kolkata - 700056

Phone no.: (033) 2569 1500, Fax no.: (033) 2541 2448

Website: www.texmaco.in, Email: texrail_cs@texmaco.in

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Twenty-Third Annual General Meeting of **TEXMACO RAIL & ENGINEERING LIMITED** will be held on **Friday, 24th September 2021 at 11:00 a.m. (IST)** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following businesses.

The venue of the Meeting shall be deemed to be the Registered Office of the Company at Belgharia, Kolkata - 700056.

ORDINARY BUSINESS

Item No. 1

To consider and adopt the Audited Financial Statements including the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March 2021 and the Reports of the Board of Directors and the Auditors thereon.

Item No. 2

To declare dividend on Equity Shares for the financial year ended 31st March 2021.

Item No. 3

To appoint a Director in place of Mr. Damodar Hazarimal Kela (DIN: 01050842), who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 4

To appoint a Director in place of Mr. Ashok Kumar Vijay (DIN: 01103278), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 5

To consider and if thought fit, to pass the following Resolution as an ORDINARY RESOLUTION: -

"RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, (including any statutory

modification(s) or re-enactment(s) thereof for the time being in force), Messrs DGM & Associates, Cost Accountants (Firm Registration No. 000038), appointed as the Cost Auditors by the Board of Directors of the Company, to conduct the Audit of the Cost Records of the Company for the financial year ending 31st March 2022, be paid a remuneration of ₹ 2,50,000/- (Rupees Two Lakh Fifty Thousand) plus applicable taxes and out-of-pocket expenses."

Item No. 6

To consider and if thought fit, to pass the following Resolution as a SPECIAL RESOLUTION: -

"RESOLVED that pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Damodar Hazarimal Kela (DIN: 01050842), in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as the Executive Director of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from 25th September 2021, on such terms and conditions as approved by the Board of Directors and as detailed in the Explanatory Statement annexed hereto."

Item No. 7

To consider and if thought fit, to pass the following Resolution as a SPECIAL RESOLUTION: -

"RESOLVED that pursuant to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to the remuneration paid in excess of the limits prescribed under the provisions of the Act read with Schedule V, to the Executive Directors, being the remuneration agreed to be paid to them in the normal course and as detailed in the Explanatory Statement annexed hereto."

Item No. 8

To consider and if thought fit, to pass the following Resolution as a SPECIAL RESOLUTION:-

“RESOLVED that pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to the waiver of the recovery of commission payable / paid to the Non-executive Directors for the financial year 2020-21, being the commission agreed to be paid to them as approved earlier by the Members and as detailed in the Explanatory Statement annexed hereto.”

Belgharia
Kolkata – 700056
Dated: 14th May 2021

Item No. 9

To consider and if thought fit, to pass the following Resolution as a SPECIAL RESOLUTION:-

“RESOLVED that pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby authorises the payment of Commission to the Non-executive Directors, as the Board may decide from time to time, subject to a ceiling of 1% of the net profits of the Company in a financial year computed in the manner referred to in Section 198 of the Act or as per the limits as specified under the Schedule V to the Act, for a period of 5 (five) years commencing from 1st April 2021.”

By the order of the Board
Ravi Varma
Company Secretary

NOTES:

1. In view of the ongoing COVID-19 pandemic and the need to ensure social distancing to avoid the spread of COVID-19, the Ministry of Corporate Affairs ('MCA') vide General Circular No. 02/2021 ('MCA Circular') and the Securities and Exchange Board of India ('SEBI') vide Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 ('SEBI Circular') read with other circulars issued for this purpose have permitted the companies to conduct the Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), in compliance with the applicable provisions of the Companies Act, 2013 ('Act') & the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Accordingly, the AGM of the Company is being conducted through VC / OAVM facility.

As allowed by the MCA Circulars, participation of Members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

The Company has availed the services of M/s. KFin Technologies Private Limited, who is also the Registrar & Share Transfer Agent ('RTA') of the Company ('KFin'), for providing remote e-voting facility & e-voting facility during the AGM and to conduct the AGM through VC.

Members may note that VC / OAVM facility provided by KFin allows participation of 2000 Members on first-come-first-served basis.

Large Members (i.e. Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction for attending the AGM.

The Board of Directors of the Company has appointed Ms. Geeta Roy Chowdhury, Practicing Company Secretary as the Scrutinizer for this AGM.

The instructions for participation by Members are given in the subsequent paragraphs.

2. In compliance with the above provisions and the circulars as stated in point no. 1, the Notice of the AGM and the Annual Report for the financial year 2020-21 are being sent to all the Shareholders of the Company through electronic mode whose email addresses are registered with the Depository Participant(s) / RTA / the Company.

The Notice and the Annual Report will also be available on the website of the Company at www.texmaco.in, the Stock Exchanges, where the equity shares of the Company are listed, i.e., BSE Limited and National Stock Exchange of India Ltd. at www.bseindia.com and www.nseindia.com, respectively and website of KFin at <https://evoting.kfintech.com/public/Downloads.aspx>

- Those Shareholders who are holding shares in physical mode and have not yet registered / updated their email addresses / mobile no. with the Company / RTA, are requested to visit the portal provided by the RTA at <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> to register / update their email addresses / mobile no.
- Alternatively, Shareholders may send a scanned copy of request letter providing their email addresses and mobile no. duly signed by the Shareholder (*first shareholder in case of joint shareholding*) along with cancelled cheque leaf, self-attested copies of PAN card and share certificate at inward.ris@kfintech.com
- Those Shareholders who are holding shares in dematerialised mode and have not registered / updated their email addresses / mobile no. with their Depository Participant(s), are requested to register / update their email addresses with the relevant Depository Participant(s).

3. **The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts relating to the businesses at Item nos. 5 to 9 of the Notice as set out above is annexed hereto.**

The Board of Directors of the Company has considered and decided to include the above mentioned Items as Special business, as they are unavoidable in nature.

4. In terms of Section 152 of the Act, Mr. Damodar Hazarimal Kela (DIN: 01050842) and Mr. Ashok Kumar Vijay (DIN: 01103278) retire by rotation and being eligible, seek re-appointments at the ensuing AGM.

The Board of Directors recommends their re-appointments. Additional information in respect of their re-appointments, pursuant to the Listing Regulations and the Secretarial Standards issued by the Institute of Company Secretaries of India forms a part of this Notice.

5. **A Member entitled to attend and vote at the AGM may appoint a Proxy to attend and vote on a poll on his / her behalf, and the Proxy need not be a Member of the Company. Since the AGM is being held through VC / OAVM pursuant to circulars issued by the MCA and the SEBI, the requirement of appointing proxies is not applicable. THE PROXY FORM, ATTENDANCE SLIP AND THE ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE SINCE THE AGM IS BEING HELD THROUGH VC / OAVM.**

6. Corporate/Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are entitled to appoint authorised representatives to attend and vote at the AGM. They are required to send a certified copy of Board Resolution, Authority letter (PDF/JPG) etc., authorising their representative(s) to attend and vote at the AGM, to the Scrutinizer through e-mail at geetaroychowdhury@gmail.com with a copy marked to einward.ris@kfintech.com.

Corporate / Institutional Shareholders are encouraged to attend and vote at the AGM.

7. The Register of Members of the Company will remain closed from Saturday, 18th September 2021 to Friday, 24th September 2021 (both days inclusive).

8. Voting rights will be reckoned on the paid-up value of Equity Shares registered in the name of the Members as on **Friday, 17th September 2021 ('cut-off date')**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
10. In view of ongoing COVID - 19 pandemic and to contain its further spread, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in this Notice of the AGM, will be available only through electronic mode for inspection by the Members during the AGM. The Audited Financial Statements including the Audited Consolidated Financial Statement of the Company, the Reports of the Board of Directors and the Auditors thereon with all other documents of the Company annexed or attached and the certificate of ESOP pursuant to the SEBI (Share Based Employee Benefits) Regulations, 2014, are also available for inspection through electronic mode by the Members of the Company from the date of circulation of this Notice up to the date of the AGM. Members seeking inspection of such documents are requested to send an email at evoting_texrail@texmaco.in.
11. To support the 'Green Initiative', Members are encouraged to register / update their e-mail address with the Company / Depository Participant(s) / RTA, as the case may be, so that they can receive all future communication / Notices from the Company through electronic mode.

12. SEBI has mandated the submission of PAN by every participant in the securities market. In line with the SEBI mandate and the Listing Regulations, Members are also requested to update / provide their Bank account details to the Depository Participant(s) or, as the case may be, to RTA / the Company in order to avail the electronic payment facility. Also, Member (s) holding equity shares in physical form are requested to notify about any change in their address / PAN / Bank Mandate, to the Company / RTA.

13. In accordance with Regulation 40 of the Listing Regulations, effective 1st April 2019, any transfer of shares of listed companies shall not be processed unless they are held in dematerialised form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialised.

14. Members whose dividend(s) have remain unclaimed, are requested to claim the same by writing to the Company's RTA, i.e. KFin. Members are requested to note that the dividends remaining unclaimed for a period of seven consecutive years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund ('IEPF'). In addition, all equity shares in respect of which dividends have not been paid or claimed for seven consecutive years or more shall also be transferred by the Company to the demat account of the IEPF. Individual communication are being sent to all concerned Members whose equity shares are due for transfer to IEPF, informing them to claim their unpaid/unclaimed dividend before the due date to avoid transfer to IEPF Authority.

15. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. 1st April 2020 and the Company is required to deduct tax at source ('TDS') from the dividend paid to the Members at prescribed rates under the Income-tax Act, 1961 ('IT Act'). In general, to enable compliance with TDS requirements, Members are requested to provide and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants and for getting the Tax Exemption on the Dividend Amount, shareholders are requested to visit the RTA's website at <https://ris.kfintech.com/form15/> or may send an email to RTA with the complete set of Tax Exemption Documents at einward.ris@kfintech.com.

16. Remote e-voting

- A. In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is providing its Members the facility of remote e-voting to exercise votes electronically on the Resolutions proposed to be passed at the AGM. The Company is also providing the facility of e-voting during the AGM.

B. The instructions for remote e-voting are as under:

Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 on "e-voting

facility provided by Listed entities", Individual shareholders holding shares in demat mode are allowed to vote through their demat accounts / websites of Depositories / Depository Participants. Shareholders are advised to update their mobile number and email addresses in their demat accounts with their respective Depository Participants in order to access the e-voting facility.

E-voting Procedure for:

NSDL	CDSL
<p>A. <u>NSDL IDeAS facility</u></p> <p>1. Shareholders who are already registered for IDeAS facility, may follow the procedure as mentioned below:</p> <ul style="list-style-type: none"> (i) Visit the website of NSDL at https://eservices.nsdl.com (ii) Click on the "Beneficial Owner" icon under 'IDeAS' section. (iii) On the new page, enter your user ID and password. (iv) Post successful authentication, click on "Access to e-Voting". (v) Click on Company name ("Texmaco Rail & Engineering Limited") or e-voting service provider name (i.e. KFin) and you will be re-directed to KFin website for casting the vote during the remote e-voting period. <p>2. Shareholders who are not registered for the IDeAS facility, may follow the procedure as mentioned below:</p> <ul style="list-style-type: none"> (i) Visit the website of NSDL at: https://eservices.nsdl.com (ii) Select "Register Online for IDeAS" (iii) Proceed with completing the required fields. (iv) Post registration follow the steps as stated in point no. 1 for casting the vote during the remote e-voting period. <p>B. <u>Alternatively, the Shareholders may vote through the e-voting website of NSDL by following the procedure as mentioned below:</u></p> <ul style="list-style-type: none"> (i) Visit the e-voting website of NSDL at: https://www.evoting.nsdl.com/ (ii) Click on the icon "Login" available under 'Shareholder/Member' section. (iii) Enter User ID (i.e. sixteen digit demat account number held with NSDL), select Password/OTP and enter the Verification Code as shown on the screen. (iv) Post successful authentication, you will be redirected to the page wherein you can see the e-voting page. (v) Click on Company name ("Texmaco Rail & Engineering Limited") or e-voting service provider name (i.e. KFin) and you will be re-directed to KFin website for casting the vote during the remote e-voting period. 	<p>A. <u>CDSL Easi / Easiest facility</u></p> <p>1. Shareholders who are already registered for Easi / Easiest facility, may follow the procedure as mentioned below:</p> <ul style="list-style-type: none"> (i) Visit the website of CDSL at www.cdslindia.com (ii) Navigate to "Login" option and click on "New System Myeasi". Alternatively, shareholders may visit at https://web.cdslindia.com/myeasi/home/login (iii) Login with user ID and password. (iv) Shareholders will reach the e-voting page without any further authentication. (v) Click on e-voting service provider name (i.e. KFin) for casting the vote during the remote e-voting period. <p>2. Shareholders who are not registered for the Easi/Easiest facility, may follow the procedure as mentioned below:</p> <ul style="list-style-type: none"> (i) To register for Easi facility visit: https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, to register for Easiest facility visit: https://web.cdslindia.com/myeasi/Registration/EasiestRegistration (ii) Proceed with completing the required fields. (iii) Post registration follow the steps as stated in point no. 1 for casting the vote during the remote e-voting period. <p>B. <u>Alternatively, the Shareholders may vote through the e-voting website of CDSL by following the procedure as mentioned below:</u></p> <ul style="list-style-type: none"> (i) Visit the website of CDSL at: https://www.cdslindia.com (ii) Navigate to e-voting section. (iii) Provide sixteen digit demat account number and PAN. (iv) The Shareholder will receive OTP on his registered Mobile No. & Email address as recorded in the demat account. (v) Post successful authentication, Shareholder will be provided link for e-voting service provider (i.e. KFin) for casting their vote during the remote e-voting period.

Access of e-voting to Individual Shareholders holding shares in demat mode through their depository participants.

Shareholders can also login using the login credentials of their demat account number through the relevant Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged in, Shareholders will be able to see e-voting

option. Click on e-voting option it will redirect to NSDL / CDSL Depository site after successful authentication.

Click on Company name ('Texmaco Rail & Engineering Limited') or e-voting service provider name ('KFin') and the shareholder will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.

Important note

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID / Forget Password option available at websites of NSDL and CDSL.

Members facing any technical issue can contact NSDL / CDSL on the following details.

NSDL	CDSL
evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

Access to KFin e-voting system in case of individual shareholders holding shares in physical mode and non-individual shareholders holding shares in demat mode.

- Open your web browser during the remote e-voting period and navigate to <https://emeetings.kfintech.com/>
- Enter the login credentials (i.e. user ID and password mentioned in the email sent to those Shareholders, who have registered their email addresses). Your Folio No. / DP ID Client ID will be your user ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.
- Put User ID and password as initial password / PIN in the window opened in step i. above. Click Login.
- You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update any contact details like mobile, e-mail address, etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the 'EVENT' i.e. Texmaco Rail & Engineering Limited.
- On the voting page, the Resolution description along with the number of equity shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR' / 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- Cast your vote by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click 'OK' else 'CANCEL' and accordingly modify your vote. Once confirmed, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times until you have confirmed your votes on the Resolutions.
- Any person who becomes a Member of the Company after the dispatch of the Notice and holds Equity Shares as on the cut-off date i.e., **Friday, 17th September 2021** may approach KFin for issuance

of the User ID and Password for exercising their right to vote by electronic means by the following procedure:

- a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD<SPACE>E-voting Event number + Folio No. or DP ID Client ID to 9212993399.

Example for NSDL:

MYEPWDIN<SPACE>12345612345678

Example for CDSL:

MYEPWD<SPACE>1402345612345678

Example for Physical: Event No.

XXXXMYEPWD<SPACE>XXXX1234567

- b) If the email address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click 'FORGOT PASSWORD' and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c) Member may call KFin helpdesk at the toll free number 1800 309 4001.
- d) Member may send an email request to einward.ris@kfintech.com.

17. The remote e-voting period commences at **9:00 a.m. on Monday, 20th September 2021** and ends at **5.00 p.m. on Thursday, 23rd September 2021**. During this period, Shareholders of the Company holding Equity Shares either in physical form or in dematerialised form, as on the **cut-off date i.e. Friday, 17th September 2021** may cast their vote electronically.

The e-voting module shall be blocked for voting thereafter. Once, the vote on a Resolution is cast by the Shareholder, such Shareholder shall not be allowed to change it subsequently.

18. Members who have already casted their vote through remote e-voting cannot vote again at the e-voting during the AGM. However, such Member shall be entitled to attend the AGM.

19. Instructions for attending the AGM through Video Conference:

- A. Members will be provided with a facility to attend the AGM through VC platform provided by KFin. Members are required to login at <https://emeetings.kfintech.com>, by using the remote e-voting credentials. The link for AGM will be available in Shareholder/Members login where the 'EVENT' and the name of the Company can be selected.

- B. The facility for joining the AGM shall be kept open from 10:45 a.m. i.e. 15 minutes before the scheduled time for commencement of the AGM, and may be closed at 11:15 a.m., i.e. upon the expiry of 15 minutes after such scheduled time.
- C. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.

Those Shareholder who are holding equity shares in physical form may send an email at einward.ris@kfintech.com for obtaining the User ID and Password, or by following the procedure as mentioned in point no. 16 of this Notice.

- D. Members can participate in the AGM through their desktops / mobile phones / laptops etc. Members will also have the option to turn on their camera during the AGM. However, for better experience and smooth participation, it is advisable to join the AGM meeting through desktops / laptops with high-speed internet connectivity. Members are encouraged to join the Meeting through laptops / desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

It is recommended to use Stable Wi-Fi or LAN connection to mitigate issues relating to internet connectivity.

- E. **Speaker registration:** Shareholders who would like to express their views/ask questions during the AGM, may log into <https://emeetings.kfintech.com>, click on "Post your Queries" and post their queries/views/questions in the window provided by mentioning the name, DP ID Client ID/ Folio No, email address and mobile number. Please note that, questions of only those Shareholders who continue to hold the shares as on the cut-off date, will be answered. The window period for posting the questions shall commence **at 9:00 a.m. on Monday, 20th September 2021** and close **at 5:00 p.m. on Wednesday, 22nd September 2021**. Those Members who have registered themselves as a speaker will only be allowed to speak / express their views or ask questions during the AGM. Due to limitations of transmission and coordination during the Q&A session, the Company may restrict the number of speakers.

- F. In case of any query regarding e-voting or technical assistance for VC participation, members may contact KFin Helpdesk at the toll free No. 1800 309 4001 or write at evoting@kfintech.com.

20. Instructions for Members for e-voting during the AGM :

- A. Participation of members through VC will be reckoned for the purpose of Quorum for the AGM as per section 103 of the Act.

- B. Only those Shareholders, who are present at the AGM and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system i.e. "Instapoll," available during the AGM.
- C. The e-voting "Thumb sign" on the left hand corner of the video screen shall be activated upon instructions of the Chairman during the AGM proceedings. Shareholders shall click on the same to take them to the "Instapoll" page.
- D. Members need to click on the "Instapoll" icon to reach the Resolution page and follow the instructions to vote on the Resolutions.
21. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting User Manual for Shareholders available at the download section of <https://evoting.kfintech.com/public/Faq.aspx> or contact KFin helpdesk at Toll free No. 1800 309 4001 or any grievance may be addressed to KFin at einward.ris@kfintech.com or may be addressed to the Company at the e-mail ID evoting_texrail@texmaco.in.
22. The Results of the e-voting will be declared on or after the date of the AGM i.e. 24th September 2021. The declared Results, along with the scrutinizer Report will be available on the website of the Company at www.texmaco.in and on the website of KFin <https://evoting.kfintech.com/>. Such Results will also be forwarded to the Stock Exchange(s), where the equity shares of the Company are listed.
23. Shareholders who are not the Members of the Company as on the Record Date shall treat this Notice for information purpose only.

Explanatory Statement

SPECIAL BUSINESS

Item No. 5

The Board of Directors on the recommendation of the Audit Committee, at its Meeting held on 14th May 2021 has approved the appointment of Messrs. DGM & Associates, Cost Accountants (Firm Registration No. 000038), as the Cost Auditors to conduct the Audit of the Cost Records of the Company for the financial year ending 31st March 2022 at a remuneration of ₹ 2,50,000/- (Rupees Two Lakh Fifty Thousand) plus applicable taxes and out-of-pocket expenses as incurred from time to time.

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Rules framed thereunder, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

A certificate issued by the aforementioned firm confirming their eligibility for appointment as Cost Auditors is available for electronic inspection from the date hereof up to the date of the Annual General Meeting.

None of the Directors or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 5 by way of an Ordinary Resolution.

Item No. 6

Mr. Damodar Hazarimal Kela was re-appointed as the Executive Director of the Company for a period of 5 (five) years i.e. from 25th September 2016 to 24th September 2021.

In view of his expertise in the sector your Company operates into and considering his valuable contribution during his tenure, the Board of Directors on the recommendation of the Nomination and Remuneration Committee and subject to the approval of Shareholders, at its Meeting held on 14th May 2021 has approved the re-appointment of Mr. Kela as the Executive Director of the Company for a further period of 3 (three) years with effect from 25th September 2021. The Company has received a valid notice in terms of Section 160 of Companies Act, 2013 ('Act') proposing the candidature of Mr. Kela for the office of Director.

In view of the background and valuable experience of Mr. Kela, it will be in the interest of the Company that he continues as the Executive Director of the Company. The Board believes that his experience and vision will contribute to the growth of the Company.

The following additional information as required under Schedule V to the Act is given below:

I. General Information:

(i) Nature of Industry:

The Company is, inter-alia, involved in the business of manufacturing of rolling stock, hydro-mechanical equipments, steel castings, Rail EPC, bridges and other steel structures.

(ii) Date or expected date of commencement of commercial production:

The Company was incorporated on 25th June 1998. The Heavy Engineering and Steel Foundry businesses of the then formed company namely, Texmaco Limited were demerged into this Company. The operation of the plants of Texmaco Limited were started in 1939.

- (iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

- (iv) Financial performance based on given indicators – (as per audited financial statements for the year ended 31st March 2021):

Particulars	(₹ in Crores)
Gross Turnover	1688.74
Other Income	31.77
Net profit as per Statement of Profit & Loss (After Tax)	11.87

- (v) Foreign investments or collaborators, if any:

Not Applicable.

II. Information about the appointee:

- (i) Background details:

Mr. D. H. Kela aged 80 years, is a graduate in Metallurgical Engineering - 1964, having vast experience of more than 55 years in the industry,

having held senior positions in engineering and metallurgical companies.

- (ii) Past remuneration during the financial year ended 31st March 2021:

Name of the Executive Director	Amount (₹ in Crores)
Mr. Damodar Hazarimal Kela	0.95

- (iii) Recognition or awards:

Stated under background details above.

- (iv) Job Profile and his suitability:

Stated under background details above.

- (v) Remuneration proposed:

Pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions read with Schedule V to the Act together with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof), Mr. Kela be re-appointed as the Executive Director of the Company on the following terms and conditions:

1	Salary	₹ 7,26,000/- per month with increments as may be decided by the Board of Directors from time to time subject to a yearly overall ceiling of 25% of last paid remuneration
2	Perquisites CATEGORY – A	
	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 Act, 1962
	b) Medical Reimbursement / Allowance	As per the Rules of the Company
	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
	CATEGORY – B	
	a) Contribution to Provident Fund, Superannuation Fund and National Pension Scheme	As per the Rules of the Company

	b) Gratuity	As per the Rules of the Company.
	CATEGORY - C	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 the Executive Director, the aforesaid remuneration shall be treated as minimum remuneration.	
4	The annual variation and increase in the remuneration of Executive Director shall be within the overall limits of the managerial remuneration or as prescribed under the Act read with schedule V thereto.	

(vi) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Taking into consideration the size of the Company, sector it operates into, the businesses, the profile of Mr. Kela, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

(vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Besides the remuneration proposed to be paid to him, Mr. Kela does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

III. Other Information:

(i) Reasons of loss or inadequate profits:

The performance of the Company during the financial year 2020-21 was primarily affected due to the outbreak of COVID – 19 pandemic which halted the world's economy. The first two quarters were severely affected on account of lockdowns & continuity of COVID – 19 pandemic which caused disruptions to the operational activities of the Company. Further during the year, the Company's performance was also affected by super cyclone 'Amphan' in the month of May 2020 which had damaged the parts of the plants of the Company and thereby affecting the normal operations.

The Company gradually started its effective operations only from 3rd Quarter and in a phased manner, to contain the spread of COVID – 19.

(ii) Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms:

The Government's thrust on the development of Rail Infra sector augurs well for upcoming years. The proposed completion of Dedicated Freight Corridor work in time would further increase the demand of wagons for the companies operating in this industry. Post restoration of its operations to near normal after pandemic, the Company has performed reasonably during the financial year 2020-21. The Foundry division of your Company is expected to continue its improved performance. With the emerging opportunities in the Rail Infra sector, the Rail EPC Division would have bright prospects. The Company expects to maintain the momentum of this performance in the coming years.

IV. Disclosures:

The information and disclosures of the remuneration package of Mr. Kela have been mentioned in the Annual Report under the Section - Corporate Governance Report.

Pursuant to the provisions of Section 196 of the Act, any Director who has attained the age of seventy years may be appointed / re-appointed by passing a Special Resolution to this effect. Mr. Kela has attained the age of eighty years and considering his valuable contribution during his tenure and the responsibilities shouldered by him, it is proposed to reappoint Mr. Kela as the Executive Director of the Company for a further term of 3 (three) years w.e.f. 25th September 2021, subject to the approval of the Shareholders by way of Special Resolution.

This also forms a part of disclosure as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has received consent from Mr. Kela to act as the Executive Director and a declaration that he is not disqualified under Section 164 of the Act to act as such.

Mr. Kela is not debarred from holding Directorship by virtue of any SEBI circular / order or any other authority.

Except Mr. Damodar Hazarimal Kela and his relatives, no other Director or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 6 by way of a Special Resolution.

Item No. 7

The Company has recorded a Profit of ₹ 11.87 Crores for the year ended 31st March 2021. The financial year 2020-21 began with an unprecedented pandemic induced lockdown totally stalling the economic activities in all sphere of the life in the country and across the globe. The intermittent lockdowns, restrictions on operations of factories/ commercial activities, manpower limitations and calamities due to wide spread COVID-19 pandemic disrupted the working of the Company for a greater part of the year. Further, the last few years have seen disruption in the performance of the Company due to poor off-take of wagons by the Indian Railways.

During the year, super cyclone 'Amphan' in the month of May 2020 had damaged the facilities of Company located at Kolkata, which disrupted the normal operations of the Company for some time.

Further, the Members are informed that pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), approval is required in case of remuneration payable to Executive Director who is promoter or member of the promoter group, exceeds ₹ 5 Crore or 2.5 percent of the net profits of the Company, whichever is higher. Accordingly, the approval in respect of the remuneration paid to Mr. S. K. Poddar, Executive Director & Chairman of the Company is also forming a part of this item.

Furthermore, pursuant to the provisions of Sections 196, 197 and 198 of the Companies Act, 2013 ('Act') read with Schedule V and the Listing Regulations, a company having inadequate / nil profits, may after passing a Special Resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

The earnings of the Company are also inadequate for payment of remuneration to Messrs. S. K. Poddar, Executive Director & Chairman, D. H. Kela, Executive Director, A. K. Gupta, Deputy Managing Director and U. V. Kamath, Executive Director (*ceased as Executive Director w.e.f. 8th September, 2020*) in terms of approval earlier given by the Members of the Company, under the provisions of the Act.

Though the Shareholders at their previous meetings had granted approval to the payment of remuneration to the Executive Directors of the Company, the remuneration paid to the Executive Directors exceeds the limits as specified under Schedule V of the Act, accordingly the Board of Directors on the recommendation of the Nomination and Remuneration Committee seek approval of the Shareholders

for the payment of remuneration in excess of the said limits to Messrs. S. K. Poddar, Executive Director & Chairman, D. H. Kela, Executive Director, A. K. Gupta, Deputy Managing Director and U. V. Kamath, Executive Director.

Except the aforementioned Executive Directors and Mr. Akshay Poddar and their relatives, no other Director or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their shareholding interest, if any, in the Company.

The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 7 by way of a Special Resolution.

Item No. 8

The Company has recorded a Profit of ₹ 11.87 Crores for the year ended 31st March 2021. The financial year 2020-21 began with an unprecedented pandemic induced lockdown totally stalling the economic activities in all sphere of the life in the country and across the globe. The intermittent lockdowns, restrictions on operations of factories/ commercial activities, manpower limitations and calamities due to wide spread COVID-19 disrupted the working of the Company for a greater part of the year. Further, the last few years have seen disruption in the performance of the Company due to poor off-take of wagons by the Indian Railways.

During the year, super cyclone 'Amphan' in the month of May 2020 had damaged the facilities of Company located at Kolkata, which disrupted the normal operation of the Company for some time.

The Members of the Company at the Annual General Meeting held on 26th September 2016 had approved the payment of commission to Non-executive Directors not exceeding 1% of the net profits of the Company. The Board of Directors thereafter, recommended a payment of commission of ₹ 2,00,000 (Rupees Two Lakhs) per year to each Non-executive Director in terms of the aforesaid approval.

As a result of the above, the remuneration paid to Non-executive Directors for the financial year 2020-21 though approved earlier by the Members, exceeded the limits specified under Section 197 of the Companies Act, 2013 ('Act') i.e. 1% of net profit of the company.

Pursuant to the provisions of Section 197(10) of the Act, the Members of the Company can waive the recovery of excess remuneration (as may be decided by the Board of Directors on the recommendation of the Nomination and Remuneration Committee) by passing a Special Resolution.

The Company believes that the remuneration as previously approved by the Members of the Company and payable / paid to the Non-executive Directors is justified in terms of their role in the Company.

Accordingly, the Board of Directors on the recommendation of the Nomination and Remuneration Committee, at its Meeting held on 14th May 2021 has recommended the waiver of the recovery of excess commission payable / paid to Non-executive Directors for the financial year 2020-21, subject to the approval of Shareholders.

Except all the Non-executive Directors, Mr. Saroj Kumar Poddar and their relatives, no other Director or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 8 by way of a Special Resolution.

Item No. 9

Pursuant to Clause 86 of the Articles of Association of the Company and pursuant to Section 197 of the Companies

Act, 2013 ('Act') read with Schedule V to the Act, a Director of a Public Limited Company who is neither in whole time employment nor a Managing Director thereof may be paid remuneration by way of commission up to 1% of the net profits of the Company as computed as per Section 198 of the Act or the limit as specified under Schedule V to the Act, in any financial year if the Company by Special Resolution authorizes such payment. In view of the time and attention the Directors of the Company are called upon to give for the purpose of the Company's businesses, it is considered that the payment of such commission to the Non-Executive Directors should be made in accordance with the above mentioned Sections of the Act and the Rules framed thereunder, for each financial year for a period of 5 (five) years commencing from 1st April 2021.

Except all the Non-executive Directors, Mr. Saroj Kumar Poddar and their relatives, no other Director or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 9 by way of a Special Resolution.

Related Information of Directors seeking appointment or re-appointment at the forthcoming Annual General Meeting for item nos. 3, 4 and 6

[In pursuance of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards]

Name of the Director	Mr. Damodar Hazarimal Kela	Mr. Ashok Kumar Vijay
Age (in years)	80	67
Qualification	B. E. (Metallurgy)	ACA, ACS
Date of first Appointment on the Board	1 st January 2010	1 st January 2015
Expertise in specific functional areas	<ul style="list-style-type: none"> • Vast experience of more than 55 years in the industry. • Held senior positions in engineering and metallurgical companies • Architect for setting up 2 most modern & automated Steel Foundry units equipped with High Pressure moulding lines for the Company 	Qualified Chartered Accountant and Company Secretary with an overall experience of 44 years.
Remuneration last drawn (₹ in crore)	0.95	0.55
Shareholding in the Company	32,000	52,530
Relationship with other Director / KMP in the Company	Nil	Nil
Directorship held in other Companies	<ul style="list-style-type: none"> - Wabtec Texmaco Rail Private Limited - Belur Engineering Private Limited 	<ul style="list-style-type: none"> - Magnacon Electricals India Limited - Texmaco Transtrak Private Limited - Touax Texmaco Railcar Leasing Private Limited - Belur Engineering Private Limited - Texmaco Rail Electrification Limited - Texmaco Engineering Udyog Private Limited
Chairmanship / Membership of Committees in Companies including those in the Company	Texmaco Rail & Engineering Limited – Chairman of Corporate Social Responsibility Committee and Member of Stakeholders Relationship Committee	Texmaco Rail & Engineering Limited – Member of Stakeholders Relationship Committee and Corporate Social Responsibility Committee



TEXMACO RAIL & ENGINEERING LIMITED



RESILIENT,
FOCUSSED ON FUTURE

Annual Report 2020-21

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Corporate INFORMATION

Directors

Mr S. K. Poddar
Executive Chairman

Mr Indrajit Mookerjee
Managing Director

Mr A. K. Gupta
Deputy Managing Director[#]

Mr A. C. Chakrabortti

Mr D. R. Kaarathikeyan

Mr Sunil Mitra

Mr Utsav Parekh

Mr Virendra Sinha^{*}

Ms Rusha Mitra^{*}

Mr Akshay Poddar

Mr D. H. Kela, ED & CEO (SF)

Mr A. K. Vijay, ED & CFO

[#] Appointed w.e.f. 17th November, 2020

^{*} Appointed w.e.f. 17th February, 2021

Company Secretary

Mr Ravi Varma

Auditors

Messrs L. B. Jha & Co., Kolkata

Bankers

State Bank of India
HDFC Bank
Axis Bank
SBM Bank
ICICI Bank
IDFC First Bank
Doha Bank
Shinhan Bank
DBS Bank
YES Bank
Indusind Bank

Registered & Corporate Office

Belgharia, Kolkata 700 056
Phone: (033) 2569 1500
Fax: (033) 2541 2448
Email: texrail_cs@texmaco.in
Website: www.texmaco.in

Kolkata Office

Birla Building, 9/1, R.N. Mukherjee Road
Kolkata 700001
Phone: (033) 3057 3700
Fax: (033) 2242 5833

Regional Offices

New Delhi • Mumbai • Jaipur
• Bengaluru

Works

Heavy Engineering

• Agarpara • Sodepur • Panihati
• Belgharia

Steel Foundry

• Belgharia • Urla (Raipur)

Subsidiaries

- Texmaco Rail Electrification Limited
- Texmaco Transtrak Private Limited
- Belur Engineering Private Limited
- Texmaco Rail Systems Private Limited
- Texmaco Engineering Udyog Private Limited
- TexRail SA (Pty) Limited

Joint Ventures

- Touax Texmaco Railcar Leasing Private Limited
- Wabtec Texmaco Rail Private Limited

Associate

- Texmaco Defence Systems Private Limited

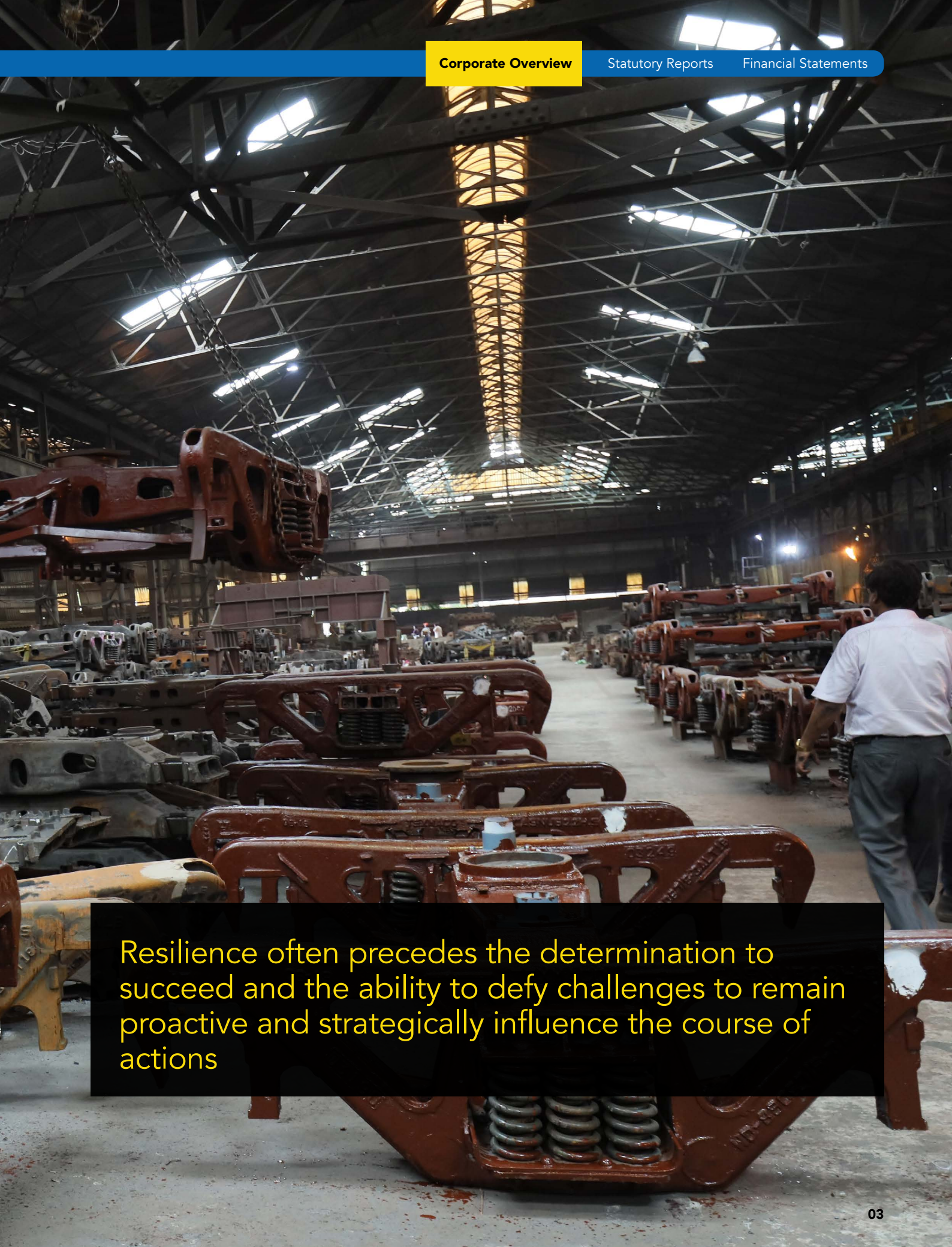
Registrar & Share Transfer Agent

KFin Technologies Private Limited
Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad - 500032
Toll Free No.: 1800 3094 001
E-mail: einward.ris@kfintech.com

CIN

L29261WB1998PLC087404





Resilience often precedes the determination to succeed and the ability to defy challenges to remain proactive and strategically influence the course of actions

Business UNITS



Rolling Stock

- ▷ High Payload Stainless/High Tensile Steel Freight Wagons
- ▷ Commodity Specific Wagons for Bulk Transport
- ▷ Special Purpose New Design Freight Wagons
- ▷ Bottom Discharge Coal Hopper Wagons
- ▷ Container Flat wagons
- ▷ Tank Wagons (SS, MS, Pressure Vessel)
- ▷ Defence Equipment Wagons
- ▷ Auto Car Wagons
- ▷ High capacity Parcel vans
- ▷ Brake Vans (type BVCM)

Rail EPC

- ▷ Design, Supply, Installation & Commissioning
- ▷ Main Line Railway Tracks
- ▷ Metro Railway Tracks
- ▷ Railway Signaling
- ▷ Railway Telecom
- ▷ Bridges & Culvert for Railways
- ▷ Automatic Fare Collection
- ▷ Railway Overhead & other Electrification
- ▷ Other Power Supply Installation
- ▷ Buildings, Platforms & Foot Over Bridges



Traction & Coaching

- ▷ Loco-shells
- ▷ Loco Bogies
- ▷ Coach-bogies & Underframes
- ▷ EMU Coaches
- ▷ Loco Underframe
- ▷ Loco Components
- ▷ Passenger Coach Bogies



Steel Foundry

Domestic

- ▷ High Speed Bogies
- ▷ H.T. Couplers
- ▷ Draft Gears
- ▷ Draw Bars
- ▷ Tight Lock Couplers
- ▷ CMS Crossings

Industrial Castings for

- ▷ Earth Moving Equipment
- ▷ Hydro Power Projects
- ▷ Defence

Exports

- ▷ High Axle Load Bogie Castings up to 31.25 Ton axle load
- ▷ Shroud Castings
- ▷ Center Plate
- ▷ AAR Yokes & Follower
- ▷ Floating Yokes

Business UNITS

Bridges and other Steel Structures

- ▶ Industrial Structure
- ▶ Fabrication and erection of Steel Bridges in Railways and Roadways.
- ▶ Steel/Concrete Flyovers
- ▶ Other types of bridges – Concrete and Steel
- ▶ Fabrication and erection of Bailey Bridges
- ▶ Ship Hull Blocks



Hydro-mechanical Equipment

- ▷ Gates in a wide range: Radial / Vertical/Mitre/Torispherical Flap type/ Hinged type Penstocks / Pressure Shaft Liners
- ▷ Bifurcation, Trifurcation, Transition, Expansion Joints, Manifolds, Reducers, Dismantling Joints, Fixed & Rocker, Supports and Specials

Fixed & Rocker Supports and Specials

- ▷ Stoplogs / Bulkhead Gates
- ▷ Hydraulic, Rope Drum, Hoists, Screw Hoists, Travelling Hoists, etc.
- ▷ Knife Edge Gate Valve (Screw / hydraulic / Electric Acuator operated) / Filling-in-valves
- ▷ Trashracks / Screens
- ▷ Trash Rack Cleaning Machines
- ▷ Goliath / EOT Cranes / Lifting Beams
- ▷ Refurbishment / replacement & Overhauling of HM equipment of old Hydro projects / barrages
- ▷ Automation of dam & barrage
- ▷ Equipments operation through SCADA & ARMAC system



From the desk of **THE CHAIRMAN**





Dear Members,

The year 2020 has been a year of unprecedented challenges for all of us. The uncertainty caused by the Novel Corona Virus across the globe not only impacted the Global Economy adversely, it also impacted lives and livelihoods. During the financial year 2020-21, amidst restrictive guidelines and lockdowns imposed by various Governments, your Company ensured safety and well-being of all its employees, and to its best ability facilitated seamless operations of the divisions of the Company.

Notwithstanding the crisis caused by pandemic and the economic impact on our operations, your Company was resilient in making a steady recovery.

Economic highlight

Global economies and markets too faced devastating effects of pandemic. A complete halt in every sector around the globe during the peak of pandemic has slowed down the movement of growth and depleted the GDP of almost all the economies. The bruised Indian economy began to limp back to normalcy after partial unlock measures taken by the Government in a phased manner.

Our Hon'ble Prime Minister with a mission and vision to support the backbone of our economy came up with AatmaNirbhar Bharat Abhiyaan and announced a ₹ 20 lakh crore economic package to aid our country out of the crisis. The initiative covered policies that are efficient, competitive and resilient, and being self-sustaining and self-generating. The Government's thrust on privatisation would certainly boost the growth in the upcoming years.

Our focus is to monetize and then modernize. The private sector brings modern technology, a change in the management mindset and creates more efficient jobs. This can increase in efficiency of the system.

– Shri Narendra Modi, Hon'ble Prime Minister



The Indian economy woes were further compounded by the slow down impact of previous fiscal carried forward and the global health crisis. In the current financial year 2021-22, the continued impact of the COVID-19 pandemic, stagnant economic performance and a downturn in some sectors may continue to pose challenges to economic growth. However, your company has been working relentlessly over the last one year to be resilient against future events like these.

Financial Performance

The pandemic significantly impacted the businesses and the financials of your Company. It also took a blow from the impact of super cyclone 'Amphan', lashing the eastern part of the country in the month of May 2020. The combined effect substantially hit the operations of your Company during the first two quarters of the financial year 2020-21. With the partial lifting of the lockdowns, the Company restored the operations at its work in a phased manner and brought back some stability in its working.

Despite the unprecedented challenges, the Management of your Company remains optimistic and confident about capitalizing on emerging opportunities.

Texmaco has traditionally been a leader in development of new designs for the railway wagons in India and continue to be engaged in new product development. Your Company remains focused on increasing our foot-print in the wagon business. Indian Railways plays a key role in the economy with intermodal share of rail in freight traffic and the demand for railway wagons is likely to remain robust in the next few years, both from Indian Railways, exports and Private sector. There is a major thrust on electrification of the entire railway network and upgradation of Rail Infrastructure. Your Company has plans in place to grow the EPC business, as Railways is likely to spend significant capex on Rail Infrastructure. Your Company has the competitive advantage of having credentials to bid for some of the projects which require high precision and technological capabilities. To de-risk our business from traditional Indian Railways dependence, we are actively continuing to pursue export markets, private sector and urban mobility segments.

Your company will also focus on initiatives to improve its operational performance in the areas of Quality, Cost and Delivery and aspire to be supplier of choice to its esteemed customers.

The promoters have and will continue to support the Company with additional resources, in a form of capital / debt. While the government's impetus for Rail segment make way for a promising future, we are focused on improving our technical capabilities and operational capacities to sustain the momentum.

Industry

The Government of India's focused approach on investing in Railway Infrastructure by making investor-friendly policies augurs well for the Industry. Indian Railways has made a highest ever total plan capex of ₹ 2,15,058 crores this year out of which ₹ 1,07,100 crores for capital expenditure has been allocated in the General Budget.

The Government is mobilizing new sources of funding including private investment for rapid growth in the Rail infrastructure with incessant focus on the freight segment. It is expected that Indian Railways would add about 1.5% to the country's GDP by building infrastructure to support 45% of the modal freight share of the economy. IR clocked a 3% increase in freight revenue in 2020-21 inspite of it being a difficult year.

Opportunities in the Dedicated Freight Corridors under PPP mode, urban mobility, multi-tracking congested routes and the target of IR to complete 100% electrification by 2023 would certainly benefit your Company. The Rail Ministry's initiative to open up to Privatisation would also be positive to the business of your Company. The railway network continues to be an ideal platform for movement of bulk commodities, apart from being an energy efficient and economic mode of transport. While Railways will continue to be a focus area, your Company will approach the private sector and export markets and urban mobility solutions with a renewed vigour.

People

We recognize the contribution of all the employees and business partners during these trying times and the importance of ensuring that we make our employees feel safe, protected, supported and rewarded. I would like to thank all my employees and their families for the support throughout the year risking their lives, sacrificing their time and increasing the vigor with which they approached to tackle the situation.

Thank you

I would like to take this opportunity to extend my heartiest gratitude to all our stakeholders for their continued interest, faith and encouragement for Texmaco Rail. I would also express my heartfelt gratitude for our dedicated workforce, the management team and the Board for their relentless efforts and continued support and confidence in our organization. I look forward to your continued support and I also believe that together, we shall design our future and lead from the front to achieve our aspirations and goals.



S.K. Poddar

Chairman

Joint Venture COMPANIES

Wabtec Texmaco Rail Pvt. Ltd.

An impetus to 'Make-in-India'



Production of Mark 325 Draft Gears

Touax Texmaco Railcar Leasing Pvt. Ltd.



Leased BFNSM rake for steel coils carrying



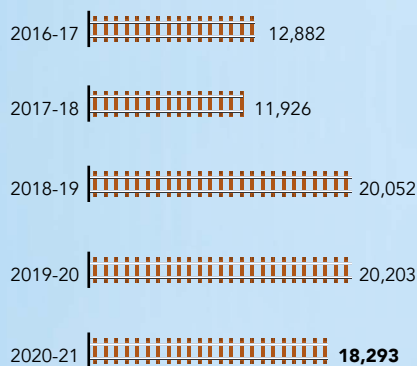
Leased BOXNHL rake for coal carrying

Financial PERFORMANCE

Main Indicators

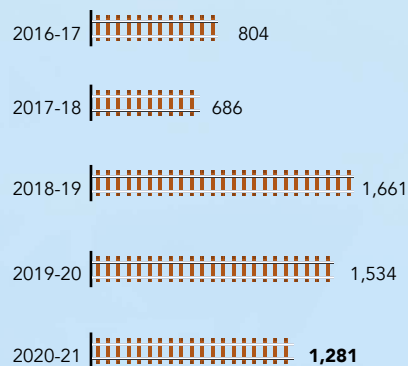
Gross Revenue from Operation

(₹ in mn)



EBIDTA

(₹ in mn)



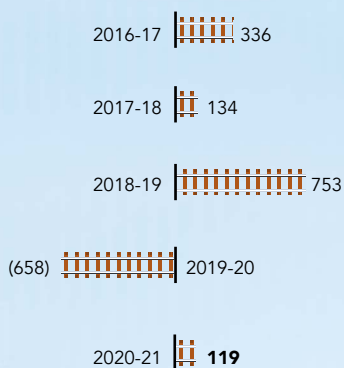
PBT

(₹ in mn)



Financial highlights of the LAST TEN YEARS

Indicator	FY 2011-12	FY 2012-13
Gross Revenue from Operation	94,514.54	103,596.50
Other income	2,560.74	3,096.69
Gross profit (PBDT)	14,543.52	14,415.85
Profit before tax & Exceptional Items	13,625.72	13,476.67
Exceptional Items	-	-
Profit / (loss) before tax	13,625.72	13,476.67
Tax for the year	4,320	4,049.76
Profit after tax	9,305.72	9,426.91
Equity	1,820.27	1,820.27
Free reserves	47,837.94	55,135.23
Equity share book value (₹)	27.28	31.29
Rate of dividend	100%	100%

PAT
(₹ in mn)

Debt-equity ratio

EPS Basis
(₹)


FY 2013-14	FY 2014-15	FY 2015-16	FY 2016-17	FY 2017-18	FY 2018-19	FY 2019-20	FY 2020-21
51,517.43	86,808.45	126,572.68	128,413.73	1,19,260.25	2,00,517.59	2,02,027.50	1,82,930.91
2,289.02	3,184.43	4,492.58	4,730.61	5,064.08	2,112.96	2,725.68	3,177.53
3,049.72	3,499.17	4,869.00	5,817.36	5,036.84	11,716.72	8,711.71	4,885.14
1,875.94	1,825.25	3,414.27	4,201.46	2,555.25	8,820.76	5,120.86	1,159.47
-	-	-	-	-	-	14,991.97	-
1,875.94	1,825.25	3,414.27	4,201.46	2,555.25	8,820.76	(9,871.11)	1,159.47
178.72	(196.27)	693.81	844.16	1,216.62	1,292.78	(3,287.08)	(27.16)
1,697.22	400.47	2,720.46	3,357.30	1,338.63	7,527.98	(6,584.03)	1186.63
1,820.27	2,100.64	2,192.95	2,194.15	2,246.13	2,248.35	2,248.59	2503.43
56,300.04	97,232.94	87,476.34	91,204.94	1,01,055.93	1,07,825.68	98,915.78	1,09,836.29
31.93	42.29	40.89	42.57	43.47	51.43	44.99	44.87
25%	25%	25%	25%	25%	35%	10%	10%

Products



Alumina Tank wagon



A-Bracket (AFT) for Marine application - 8.2 MT each



Transfer bogie assembly



Loco Bogie frame



▲
Long Side Sill Assembly



▲
Metro Bogie Frame



▲
12 mtr. long Channel Bending

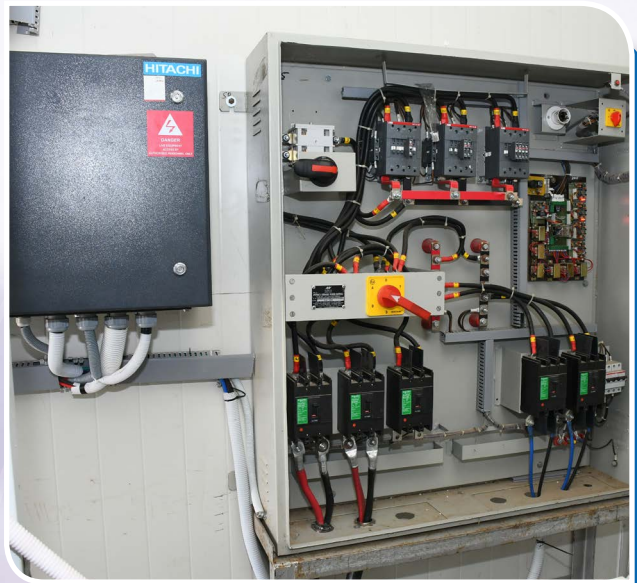


▲
BLCM wagon

Rail EPC proceeding **AT A FAST PACE**



Working Signalling Gears in WDFC



Auto Changeover panel for AT Power Distribution



SMPS for Power supplies



TSS work at Tambaram, Tamil Nadu



Installed Power back up system in WDFC



CRS inspection at South Western Railway



High Rise OHE job in progress at Port Pipavav, Gujarat



Semi-mechanised track installation

Corporate Social Responsibility



Green ambience - Eco Park set up by Texmaco



A vocational training center - Texmaco George Telegraph

Work life balance



▲
Health check-up camp



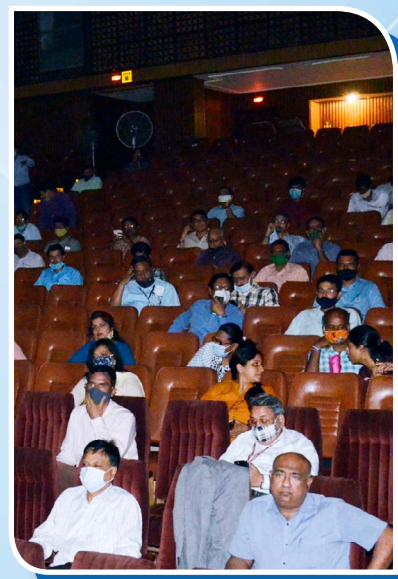
▲
Vaccination drive



▲
Mr. Indrajit Mookerjee, MD
addressing on adventz day



▲
Mr. A K Gupta, Dy. MD
addressing on adventz day



▲
adventz day observance with social
security and safety measures

Report of the Board of Directors

Dear Shareholders,

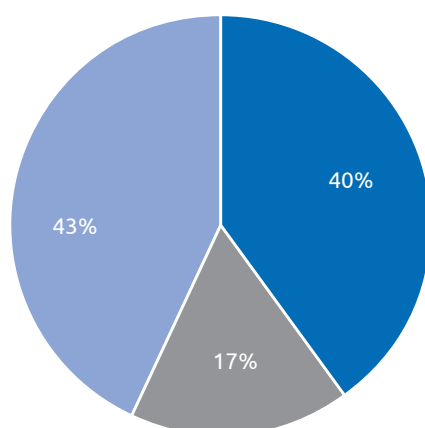
Your Directors have pleasure in presenting the 11th Operational Annual Report of the Company along with the Audited Financial Statements for the year ended 31st March 2021.

FINANCIAL HIGHLIGHTS

	(₹ in lakhs)	
	2020-21	2019-20
Operating Profit (PBIDT)*	12,808.04	15,341.92
Less: Interest (Net)	7,922.90	6,630.21
Gross Profit (PBDT)*	4,885.14	8,711.71
Less: Depreciation	3,725.67	3,590.85
Profit before Taxation and Exceptional Items	1,159.47	5,120.86
Less: Exceptional Items	-	14,991.97
Profit before Taxation	1,159.47	(9,871.11)
Less: Tax Expenses		
Current Tax including tax related to earlier years	(21.80)	636.22
MAT Credit entitlement	-	(258.00)
Deferred Tax Liability/(Asset)	(5.36)	(3,665.30)
Profit after Taxation	1,186.63	(6,584.03)
Add: Balance brought forward from previous year	10,117.37	17,633.65
	11,304.00	11,049.62
Appropriations		
Dividend paid (Incl. Tax)	224.83	949.85
General Reserve	200.00	-
Other Appropriations	(23.19)	(17.60)
Balance Carried Forward	10,902.36	10,117.37

* before Exceptional Items

Gross Turnover



■ HED ■ SF ■ Rail EPC

Dividend

Your Directors recommend payment of dividend of 10% i.e. INR 0.10 per equity share of face value of INR 1 each for financial year ended 31st March 2021 in view of the steady performance of the Company during the year on account of disruptions caused to the operations of the Company due to the widespread COVID-19 pandemic.

The Gross Turnover for the year stood at INR 18293.09 mn. The Gross Profit for the year i.e. Profit before Depreciation and Tax (PBDT) and Profit before Tax (PBT) were INR 488.51 mn and INR 115.95 mn respectively. The Net Profit was INR 118.66 mn, after providing net tax liability of INR 2.72 mn for the year as per the Profit and Loss Account drawn up in accordance with the Indian Accounting Standards as specified under the Companies Act, 2013 ('Act'). The Company has transferred INR 20 mn to Free Reserves during the year.

MANAGEMENT DISCUSSION AND ANALYSIS

The FY'21 began with an unprecedented pandemic induced lockdown totally stiling economic activities in all sphere of life in the country and across the globe. The strict lockdowns, intermittent restrictions on operations of factories / commercial activities, the exodus of upcountry manpower and calamities due to the widespread COVID-19 induced ailment disrupted the working of your company for a greater part of the year, especially Q1 & Q2 of the FY'21. Under these challenging conditions, your Company demonstrated highest degree of resilience and made relentless efforts in making up the shortfalls in the second half of the year through strict adherence to cost control measures, restructuring the manpower deployment and further improvement in manufacturing practices.

The performance of the Rolling Stock Division of your Company had shown signs of recovery after a sluggish start to the year due to lockdowns, restrictions and bearing the brunt of a devastating super cyclone 'Amphan' causing widespread damages to the sheds and structures of the Company's facilities at Kolkata. Your Company is extremely thankful to its customers for their support during the difficult year as delivery schedules under many orders had to be re-organised due to the lockdowns. With the emphasis of the Government to make freight movement competitive, the requirements of railway wagons are looking up and expected to remain positive in the coming years. General Purpose Wagon Investment Scheme (GPWIS), permitting the private investment is likely to result in robust growth. Your Company thus has been able to make judicious split in catering to the requirements of both Private and Indian Railways Segment.

Your Company is also concentrating to develop new products through design efforts. Other growth areas in passenger mobility segments also figure in the Company's future plan. Your Company certainly would be benefitted with its resilient position in the wagon segment and expects to maintain healthy order book position during FY'22.

The Rail EPC Division of your Company too had a challenging start to the year, due to COVID-19 related impact. Saving lives and livelihood together was a tough balancing act to perform for your Company. After a slow start to the year, the Division has now been more focussed towards execution of ongoing projects. The focus of Indian Railways is on bringing about a transformation by investing heavily in infrastructure, including track infrastructure & systems, electrification, which augurs well for the Rail EPC business of your Company.

The Steel Foundry Division of your Company has maintained its steady performance, both on the domestic & the export fronts with the relaxations in the lockdowns and restrictions imposed. With the added capacity of the Urla unit, Raipur, new products for the domestic markets, especially in-hand moulding segments were successfully developed by the Foundry and well received by the customers, including critical castings for the Defence sector.

All the segments of the business across the world are undergoing a sea change due to COVID-19 pandemic. The atmosphere of uncertainty and the continuity of pandemic are likely to affect the segment which your Company operates into. Fortunately, the demand in the long run is robust due to the commitment of the Government of India to revitalise the Rail segment and ease the roads from the freight movement. Your Company expects that post this pandemic there will be a surge of pent-up demand and there will be a robust rebound in the economy, especially in the areas of upgradation of infrastructure, rail & metro network, etc. The proposed move of IR to privatise the passenger trains will open new vistas of opportunities in the Railway sector.

SIGNIFICANT FINANCIAL RATIOS

As required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the significant financial ratios are given below:

Particulars		2020-21	2019-20	2018-19
Net Profit Margin*	%	0.69	(3.54)	4.01
Operating Profit Margin	%	3.50	5.62	6.77
Debtors Turnover	Times	2.76	2.84	2.27
Inventory Turnover	Times	5.46	3.41	4.13
Debt Equity Ratio	Times	0.67	0.73	0.51
Current Ratio	Times	1.54	1.42	1.47
Interest Coverage Ratio	Times	0.15	1.65	2.50
Return on Net Worth	%	1.04	(6.41)#	6.60

* before Exceptional items

#During FY'20, there was exceptional item resulting into a negative return.

HEAVY ENGINEERING DIVISION

I. Rolling Stock Division

a. Freight Car & Coachings

The year began with a moderately healthy order book position for the Division. However, due to prevailing pandemic situation, your Company resumed manufacturing activity in May 2020 on a limited scale with limited manpower, in a phased manner and in strict compliance with the guidelines issued by the State/ Central level administration. It ensured all health & safety measures as prescribed by them. The restrictions continued for a long time and the factory being located in a highly infected zone with many surrounding containment zones, the Company restricted its operations. Your Company could not ramp up the production because of restrictions imposed on the number of people to be allowed on worksite and severe shortages of skilled manpower that could not be mobilised due to the movement restrictions enforced by the administration. The workings of the Division were also affected due to the super cyclone 'Amphan' in the month of May 2020.

During the year, due to slowdown in the economy in the country and the GDP contracting to a record low of 7.3%, the overall spirit of business was badly impacted and meaningful economic activity did not pick its momentum.

No new tenders were issued by the Railway Board during the year under review, except for exercising the 30% option clause against the order placed in 2018. Also, due to the GDP contraction the private sector buyers kept the need for new wagons under wraps.

Nevertheless, with the Rail sector proving to be the hub of commercial activities during the difficult times, the future outlook looks bright.

The schemes announced by the Indian Railways during FY'20 such as Liberalized Special Freight Train Operator ('LSFTO'), Liberalized Wagon Investment Scheme ('LWIS') and General Purpose Wagon Investment Scheme ('GPWIS') are expected to boost the market sentiment and it is envisaged that there would be a comfortable revival of demand for various types of wagons in FY'22.

The Indian Railways plans to create additional freight capacity by inducting some specially-designed wagons such as double stack container wagons, auto car with higher MMD though the opening of the Dedicated Freight Corridor ('DFC') could not take off during the current financial year. These new design wagons are still on the drawing board and are expected to be introduced in FY'22. Your Company expects to improve its order book once these new design wagons are made available by the Research Design & Standards Organisation ('RDSO').

As informed earlier, to facilitate rail transportation of two-wheelers, your Company developed a side loading option on the existing Auto car wagon, which is a first in the industry and could supply three such rakes to the industry while one at present is being manufactured. This has a good potential for transportation of two-wheelers through the Railways, as India at present produces approx. 20 mn units of two-wheelers annually, most of which are transported by road.

To save the environment from fly ash hazard, BTAP wagon was successfully tried and tested for bulk transportation of fly ash with pneumatically-assisted unloading of fly ash from the side discharge valve. Your Company has delivered three such rakes during the year. The PG test of these rakes is in progress. Transportation of fly ash by the BTAP wagon compared to the Open Type wagon has a distinct advantage from the environment point of view and your Company expects to get more orders in this respect from the industry. Your Company has also supplied five rakes of specially-designed steel coil carrying wagons during the year FY'21.

Besides freight car manufacturing, your Company has spare capacities in the specially-created facility to manufacture passenger coaches, loco shell, etc. Indian Railways has an ambitious plan of phasing out the redundant passenger coaches and replacing it with new modern passenger coaches. Your Company is seriously looking to harness this opportunity whenever the Indian Railways becomes fully operational.

The turnover of the unit during FY'21 was INR 6171 mn.

b. Locomotive Components / Assemblies

The year began with a low order book position. The order book was expected to be strengthened with deliveries within the year which would have enabled the Company to maintain its performance for FY'21. However, the same could not be fructified due to the pandemic in the beginning of year and the situation continued to be same till the second quarter of the year. All plans to boost production went haywire and locomotive manufacturing units delayed the procurement process and the division's order book remained low. This pandemic badly affected the performance of the Division and it could supply only 23 nos. of loco shells during the year.

However, the situation is improving and your Company expects an improved performance during FY'22.

As per National Rail Plan 2030, the total requirement of Locomotives would be about 16800 till 2026 and the average yearly procurement plan is about 2000 locomotives per year till 2026. Out of the above, about 1000 locomotives are of high horse power being supplied by Alstom and GE. The balance of about 1000 locomotives are to be supplied by the Chittaranjan Locomotive Works ('CLW') / Banaras Locomotive Works ('BLW') / Diesel Loco Modernisation Works ('DMW'). Together the internal capacity of the participants is to produce about 500 loco shells every year and the balance is outsourced.

In view of the planned switch-over to Electric Traction by Indian Railways within the next two years, the strong demand for Electric Loco Shells by the Production Units (CLW & DMW) of the Railways, from private parties, is expected to be sustained in the future as well.

Your Company is established as a reliable and consistent supplier of loco shells and is now geared to step up the production of complete Electric Loco Shells to meet the upcoming demand in the market.

The turnover of the Electric Loco shells and Assemblies during FY'21 was INR 234 mn.

II. Hydro Mechanical Equipment

The turnover of the Division for the FY'21 stands at INR 500 mn. Due to the pandemic, the turnover of the HME Division had been affected during Q1 & Q2 of FY'21. The manufacturing and site activities started normalising only from August 2020.

The Rongnichu Project, however, was completed three months ahead of its schedule during the FY'21 and successful testing of the PS Liner was also done. The Upper Tamakoshi Project, Nepal is on the verge of being commissioned on successful completion of reservoir impounding. Further, the Bajoli Holi - GMR project, is also nearing completion. Installation work at Subansiri, the largest hydro power project is also gearing up, post restart of work on the project by NHPC and all out efforts are being initiated to complete the project by June 2022. The Division has also received an additional order of INR 430 mn from the Subansiri-NHPC on a challenging completion schedule and the Division is moving ahead to complete all the scheduled targets in time.

In nutshell, the HME Division had shown improvement during the second half of the Financial Year and is heading towards a better performance in FY'22.

III. Bridge & other Steel Structures

The performance of the division during FY'21 was dismal because no fabrication work was possible during the period from April to July 2020 due to the pandemic. Availability of structural steel was also very erratic, which slowed down the entire process of fabrication as well as dispatch.

During FY'22, the Division has set up a target of fabrication and dispatch of almost twice the current year's achieved targets. However, with the onset of the second wave of COVID-19, the site activities were not operating in view of the limited industrial oxygen supply, which would certainly pick up in the second half of the FY'22. The division remains optimistic to achieve the target for FY'22.

The turnover of the division during the FY'21 was INR 209 mn.

IV. Texmaco Hi-tech

The turnover of the unit in spite of the pandemic during FY'21 was INR 193 mn. The turnover was achieved by meeting critical requirements of Alstom and GE for their CBS Primary Parts and Platform Kit Parts requirements.

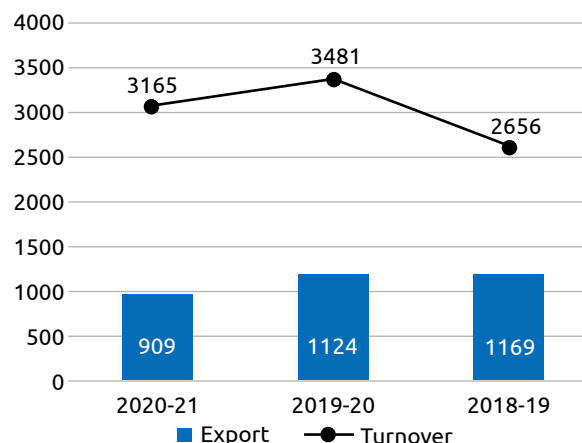
The performance of the unit for the FY'22 is likely to improve further with all product approvals in place, demand stabilisation and ramp up of production activities.

STEEL FOUNDRY DIVISION

During the year, production & turnover from both the foundries i.e. Kolkata & Urla, Raipur stood at 21,804 MT (Kolkata 15,973 MT & Urla 5,831 MT) valuing total at INR 3165 mn. The 1st quarter and partially the 2nd quarter of the financial year were a virtual washout and practically very little production was achieved because of the widespread pandemic situation and the restrictions imposed.

The demand on domestic casting front i.e. bogies & couplers was adversely affected because of no fresh order for wagons being placed by the Indian Railways. This apart, the input prices of all the items, particularly scrap, had gone up significantly, making it for the time being uneconomical to produce domestic casting for wagon. However, bogie & coupler castings being produced in the foundry are mostly for captive requirement.

The export demand more or less is steady rather there is a slight upward trend but because of the soaring shipping cost and non-availability of the empty container, dispatch of export castings suffered during the last quarter of the year, resulting in a slight build-up on inventory of finished castings against export orders.



It is expected that once the second wave of COVID-19 is behind us, normalcy will return and the division will report an improved performance.

The overall performance of the Urla unit, Raipur is more or less the same because of poor and unviable domestic demand of wagon castings. However, the Urla unit is trying to procure more orders for hand moulded industrial castings, which are complex in nature and more remunerative.

RAIL EPC DIVISION

Kalindee unit of your Company's Rail EPC Division faced challenges due to COVID-19 pandemic & stressed working capital conditions during FY'21. This has resulted in subdued performance during the year.

Execution activities in major projects like WDFC, EDFC, BMRLC have been maintained at reasonable speed. During the year, the Division has focused on completing certain long-pending projects like Jhansi-Bhimsen, MMTS Hyderabad, Bina- Kota doubling, etc.

For the projects in Bangladesh, the division is trying to overcome the various challenges and constraints faced by intermittent stoppage of work due to the spread of COVID-19 and to restore the momentum.

There have been relentless efforts on closing and realizing the dues from old contracts which have started yielding good results. Focus on efficient execution, coupled with speedy realisation of old receivables, has ensured that the overall collections have kept pace with the revenues without adding significant receivables.

The division at present is exploring to acquire new signalling & telecommunication contracts involving technological innovation, which should strengthen the qualitative performance of the division. The Division also intends to focus on automatic fare collection systems and ballast less track systems, which are expected to open up large market segments in the coming years.

The turnover of the Kalindee unit during the FY'21 was INR 5790 mn.

Rail Electrification

During the year, the Bright Power unit of Rail EPC division has successfully completed Commission of Railway Safety ('CRS') inspection for 275 KM of overhead electrification, a significant achievement. These were carried out under strict COVID-19 protocols. Due to the COVID-19 disruptions, the division had to adapt a different approach in carrying out the work. Labour availability and its movement became restricted. Keeping everyone in the field "safe" also was challenging. It was also necessary to maintain the division's financial liquidity and reduce dependence on borrowed funds. Hence, the focus of the division was to complete its old assignments and close the existing contracts. With the above efforts, the Division has performed reasonably well even during the year which witnessed impact of COVID-19 pandemic. The efforts of the division have resulted in improved collection of outstanding and retentions from the customers. The division is now focusing on modification and refurbishment contracts which have to be executed under the very strict train running conditions and requires special skills and expertise. The Division's vast experience in the field along with its dedicated team of trained technical manpower enables it enter into this niche field. The division has bagged such contracts worth INR 1200 mn in FY'21.

The turnover of the Bright Power Unit during the FY'21 was INR 1967 mn.

SUBSIDIARIES / ASSOCIATES / JOINT VENTURES

The subsidiaries / associates / joint ventures continue to contribute to the growth in revenue and overall performance of your Company.

A Report on the performance and financial position of each of the subsidiaries, associates and joint ventures included in the Consolidated Financial Statement is provided in Form AOC-1 and forms a part of this Annual Report.

The Consolidated Financial Statements of the Company, its subsidiaries, associates and joint ventures prepared in accordance with the Act, and applicable Indian Accounting Standards and the Auditors' Report thereon form a part of this Annual Report.

The Consolidated Financial Statements of the Company include the financial results of its subsidiaries, associates and joint ventures.

i. Belur Engineering Private Limited

Belur Engineering Private Limited, a wholly-owned subsidiary, continues to supplement your Company's business streams by providing its property on lease to the Company to carry out execution of its various contracts.

ii. Texmaco Rail Electrification Limited

Texmaco Rail Electrification Limited ('TRelec'), a wholly-owned subsidiary, was formed to explore business potential in the niche field of Rail Electrification. TRelec continues to explore the fields for its operation.

iii. Texrail SA (Pty) Limited

Texrail SA (Pty) Limited ('SA Pty'), a wholly-owned subsidiary, was established in South Africa for exploring opportunities in the African market. With a view to conserve cost, SA Pty is being deregistered on cessation of its operations.

iv. Texmaco Engineering Udyog Private Limited

During FY'21 the Company formed a wholly-owned subsidiary in the name and style of 'Texmaco Engineering Udyog Private Limited' ('TexUdyog'). It was formed to work on emerging opportunities in the field of Heavy Engineering and structural works. TexUdyog is yet to commence its business operation.

v. Texmaco Transtrak Private Limited

Post signing of an arrangement with CAF, Spain, the technology provider for electronic interlocking and Train Protection and Warning Systems, Texmaco Transtrak Private Limited has taken up the approval process with RDSO.

The approval process of the prototype has been delayed pending RDSO inspection, which is likely to take place once normalcy is restored.

vi. Texmaco Rail Systems Private Limited

Texmaco Rail Systems Private Limited was incorporated to identify the evolving areas in the field of signalling equipment which will strengthen your Company's presence in the signalling business of the Rail EPC Division.

Associate

Texmaco Defence Systems Private Limited

During FY'21, Texmaco Defence Systems Private Limited ('Texmaco Defence') has signed few MoUs for exploring the opportunities in the Indian defence market. At Aero India 2021 held at Bengaluru, Texmaco Defence made exclusive arrangements for new ventures to contribute towards National Defence. It is further exploring opportunities in the Civil Aviation & Railways as well as in the Non-Defence and Export sectors. Texmaco Defence looks forward to contribute to the Government's initiatives viz. the AatmaNirbhar Bharat Abhiyan & Make in India.

Joint Ventures

i. Touax Texmaco Railcar Leasing Private Limited

The impact of the pandemic, though not directly, was felt by the JV company. The contraction in orders will not be quantified immediately, considering the length of time, in each contract prescribed for delivery of the ordered rake. However, most customers have seen a sizeable contraction in business. The silver lining is, there are signs that the worst is all set to over. The Pandemic resulted in both a reduction in offtake by customers and a sizeable reduction in liquidity & funds available for revenue expenditure. Lease rentals being one of them, is likely to be postponed unlike critical expenses like wages and raw material. Hence, many firmed up contracts have been pushed into the coming year.

A huge plus, however, from the pandemic is the growth of the rail sector. Most industries had their raw material stuck on roads all over India during the lockdown period. The Indian Railways operated at maximum capacity and ran point-to-point with commodity-specific trains. The Indian Railway initiative to get back its share from the road sector bodes well for the JV company. The IR 'Freight Business Development Portal' is a huge success. There is a substantial increase in enquiries for bulk wagons. There may, however, not be a sizeable increase in demand from the container sector in the immediate future.

The JV company has now 15 rakes in operation and 2 under production. The JV company is currently in discussion for leasing of cement, bulk cargo, auto car rakes, etc. in the current financial year.

The turnover of the JV company during the FY'21 was INR 288 mn.

ii. Wabtec Texmaco Rail Private Limited

Wabtec Texmaco Rail Private Limited, the JV company, achieved a turnover of INR 387 mn during the FY'21. Like a majority of companies across the globe, the business and operations of the JV company also got adversely impacted during FY'21 to a great extent due to the pandemic. All necessary directives of the authorities to contain the spread of the infection were implemented and continues to be followed even after opening up of the operations at factory from a nationwide lockdown enforced by the Government of India.

The business started showing an improvement from the Q3 of FY'21. The demand for Receiver Assemblies, which accounts for a major portion of the JV company's turnover, has increased more than double from October 2020. Orders from SE Railways for supply of Mark 325 Draft Gears, with Followers, were successfully executed within a record time.

The first order for Bridge Plates used on Automobile carrying wagons was also successfully executed during the year on a rake manufactured by Texmaco Rail for a leading global automobile logistics company. The first trial order received for CSP Coilguard used on steel coil carrying wagons is at presently under execution. The JV company managed to retain the status of leadership in the Wheel Chock market in India. The demand for all these new products is expected to grow significantly during FY'22.

The JV company expects to achieve improved business during FY'22 on back of the economy showing early signs of recovery and increased demand from the Indian Railways and the wagon builders.

EXPORTS

The Company is actively pursuing new opportunities in the field of exports. The Steel Foundry Division of your Company continued to excel in export totalling to INR 915.18 mn compared to INR 1124 mn of previous year in spite of the global slowdown due to the COVID-19 pandemic. The execution of the projects in the neighbouring countries by the HME Division of your Company has picked up during the year.

The Rail EPC Division of your Company is well poised to seize the opportunities in the export field.

R & D ACTIVITIES

A. Rolling Stock Division

Rolling Stock Division is focussed on development of wagon with optimized solution with new technology and use of new materials.

- i) The division is working on new taller autocar wagon with innovative solutions for carrying wide range of automobiles (two wheeler, three wheeler, car, LCV, HCV) and improving the ease of its operation. In existing BCACBM wagon, side opening arrangement has been developed for two wheeler loading and in this respect, two rakes have been supplied.
- ii) The division is working with industry partners to use new materials in wagons to bring down tare weight and improving pay load capacity.

B. Steel Foundry Division

The R&D Centre of the Company is registered and recognised by the Department of Scientific and Industrial Research (DSIR), Government of India. It carries out research and innovation for the development of various products & processes. It has helped the Company to develop new products, improve product life through process innovations, develop light & efficient designs for higher and faster transportation of goods & specialised cargos. This has enabled the Company in saving precious energy and resources while improving cost effectiveness. The metallurgical laboratories of your Company, an integral part of the R&D Centre, has already received ISO/IEC 17025:2017 certification from National Accreditation Board for Testing and Calibration Laboratories (NABL), which is approved by International Laboratory Accreditation Cooperation.

a) New Product Development:

- 1) A new design of bogie castings, two new designs of yoke castings and a new type of Follower have been developed for the North American market by unique metallurgical and process improvement. This has enabled the Company to expand its export footprint in the United States.
- 2) Two new designs of high wear resistance components have been developed for ground excavating applications, through unique metallurgical process improvement, characterised by high hardness as well as high impact toughness.

b) New Process Development:

New method designs were developed for Centre Plate and Traction Link castings that resulted in remarkable improvement with respect to solidity and surface finish. A substantial cost saving in the final finishing operation was thus achieved.

Apart from the above, the R&D Division of the Company has also undertaken the following projects:

- i) development of a computational model to simulate the mould filling operation, flow simulation, solidification pattern and shrinkage prediction for different components.

- ii) development of a computational model to simulate heat treatment cycles and resulting thermal stresses across different section thicknesses in different components.
- iii) analysis of different types of failures in various components by correlation of parameters of method design, moulding, core making, steel-making, pouring and heat treatment operations with the casting physical properties to identify the probable root cause of failure and propose suitable corrective / preventive actions for their minimisation/elimination. These studies have helped in improvement of existing products and processes.
- iv) the R&D department has further undertaken collaborative projects with reputed institutes such as Birla Institute of Technology and Science (BITS – Pilani) to assist in improving the quality and life cycle of the products.

IT SERVICES

IT Department of your Company has facilitated in creating a more cohesive and closely connected Organisation by implementing video conferencing solution for inter locations communication and has minimised travel. The Company is maintaining Oracle ERP business solution for its business operations. The IT team continues to leverage new technologies to increase its efficiency and effectiveness to support digitisation and cyber security system to meet the business goals of the company.

HUMAN RELATIONS

Your Company claims that its employees and workmen are its greatest resources. Human Resources ('HR') of your Company facilitates the management and development of its biggest assets, i.e. employees, workmen, ultimately accelerating their performance.

HR plays a significant role in developing a positive business culture and improving employee engagement and productivity. The HR function also takes the lead on employee wellness and personal development.

People, culture and business success go hand-in-hand. HR, therefore, helps in building the brand image of the Company as an employer which is influential in attracting talent. HR continues to play an important role, especially during the ongoing economic uncertainty caused due to the COVID-19 pandemic, by keeping the employee morale high and strengthening their mental well-being.

Performance management, training and development, recruitment and on boarding, employees relations and

reinforcing the values of the business are all essential elements of business culture covered by HR.

An effective performance management system enables managers to offer support to employees who need it and identify future superstars.

It is widely recognised that employee development contributes towards better employee engagement, increased productivity, reduced employee turnover and a more positive work culture. Investing in our employees strengthens our organisation and gives our business a competitive edge. It drives employee engagement, job satisfaction and staff retention, and it defines business success. HR continues to play a key role in developing, reinforcing and improving the culture of its organisation.

OPPORTUNITIES & THREATS

The Government's focus and added measures taken in the recent Budget for modernisation under various segments of Railway infrastructure and services – coaches and passenger services, electric locomotives, electrification, signalling, etc., will strengthen the working of the Rail EPC and Rolling Stock Divisions of your Company. The growing pace of electrification including track renewals, bridge works, and doubling of tracks adds value to your Company's operations.

In the Budget 2021-22, the Government has also announced the National Rail Plan for India and record budgetary allocation of INR 1.10 lakh crore is provided towards development of Indian Railways. Considering the initiatives and emphasis by the Government, the prospects for your Company seem positive.

Indian Railways' determined approach on building new DFCs consisting of 263.7 km & 274.3 km in PPP mode will provide added business opportunity for growth & development of the business of your Company. The Indian Railways initiative to prioritise design train operations will provide newer opportunities to companies working in Rail segment. Railways focus on introduction of safety & security measures across India would further add upto the windows of opportunities for the Company in the Rail segment.

Further, in its effort to strengthen the urban mobility system Pan India, the Government has declared that along with the development of infrastructure, about 1,016 km of metro and Regional Rapid Transit System is under construction in 27 cities and also introduced the product for two new technologies i.e., 'MetroLite' and 'MetroNeo' for Tier-2 cities and peripheral areas of Tier-1 cities which would further add to newer opportunities in the segment.

The sluggishness in the global economy owing to the continuing COVID-19 pandemic & its spread across the nation has impacted every segment of the economy as well as businesses and your Company is not left untouched. Despite the overall challenging situation, the Company managed to provide satisfactory results

and your Company is confident of overcoming any substantial impact with improved efficiency in its operations.

The challenges faced in project implementation by the infrastructure segment company putting their flames under tremendous stress would continue to be a challenge in the growth plan envisaged by your Company.

CORPORATE SOCIAL RESPONSIBILITY

Corporate Social Responsibility ('CSR') has become increasingly important with economic globalisation.

Your Company, through its CSR drive, endeavours the sustainable development of the society at large.

Your Company, believes that CSR is integrated with the corporate values and with this notion, the Company's CSR philosophy revolves around mechanisms for creating employability, good health & well-being, environmental protection and women's empowerment.

The Company has taken few important initiatives to serve the society. With the motto of promoting education and training the youth to be capable of being employed with the corporates, your Company continues to promote & provide education and vocational skills through 'Texmaco George Telegraph - Centre of Excellence', a vocational training institute which was set up within the Company's premises, partnered with the National Skill Development Corporation.

Your Company, with its pre-determined objective has been continuously trying to educate underprivileged localities and the deprived children.

To serve its neighbourhood in the field of health & well-being, 'Texmaco Arogyam Physio Centre' a well-equipped Health Hub established within the Company's premises, which marked its 5th anniversary this year, comprises competent doctors and has been providing services of physiotherapy, alternative therapy, acupuncture, gym, yoga, etc. Despite the pandemic, the Centre, with its ceaseless support, helped the neighbourhood people with therapies which helped them in garnering a sense of positivity and well-being.

The Company continues to undertake the drive of campaigning towards general awareness for protection of the community against COVID-19.

Apart from the above, the Company continues to provide financial aid to the underprivileged for promoting health and education.

The Company has spent in excess of the prescribed threshold under the Act on the CSR activities for FY'21.

The Annual Report on CSR activities is enclosed as **Annexure A** and forms a part of this Report.

GREEN INITIATIVE

Your Company continues to embrace a sustainability initiative with the aim of going green and minimising the impact on the environment. Your Company had already adopted the green initiative by sending the Annual Report, Notices, other communication, etc., through e-mail to the Shareholders, whose e-mail addresses are registered with relevant Depository Participants / RTA / Company. Shareholders are requested to support this initiative by registering / updating their e-mail addresses for receiving Annual Report, Notices, other communication, etc. through e-mail. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI') had issued relaxations from sending printed copy of Annual Report, Notice of the Annual General Meeting ('AGM'), etc. to the Shareholders for the AGM held in the year 2020, which continues for the AGM in 2021 as well.

In continuation with the Green Initiative and in view of the above-mentioned relaxations, your Company is sending the Annual Report & Notice of the AGM along with other documents required to be annexed thereto to the Shareholders through e-mail to their registered e-mail addresses. Such documents are also available on the website of the Company www.texmaco.in

Further those Shareholders who have not yet registered their e-mail addresses are requested to follow the procedure as mentioned in the explanatory note to the Notice calling AGM to receive the Annual Report & the Notice of the AGM through electronic mode and to enable their participation in the AGM.

PARTICULARS OF EMPLOYEES

The number of employees as at 31st March 2021 was 2403. In terms of the provisions of Section 197(12) of the Act, read with Rules 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules is enclosed as **Annexure B** and forms part of this Report.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are enclosed as **Annexure C** and forms part of this Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Disclosures relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as required under Section 134(3)(m) of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014, are enclosed as **Annexure D** and forms a part of this Report.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Meetings of the Board

During the year under review, 5 (five) Board Meetings were held on the following dates:

- 17th June 2020
- 8th September 2020
- 19th October 2020
- 29th January 2021
- 1st March 2021

Change in Directors and Key Managerial Personnel

During the FY'21, the re-appointments of Mr Saroj Kumar Poddar as Executive Director and Chairman, Mr Akshay Poddar as Non-Executive & Non-Independent Director and re-designation of Mr Indrajit Mookerjee as Managing Director of the Company, were approved at the Annual General Meeting ('AGM') of the Company held on 30th September 2020.

Further, the Board of Directors ('Board') on the recommendation of the Nomination and Remuneration Committee, had appointed Mr U. V. Kamath, Chief Executive- Bright Power unit, Rail EPC Division as Executive Director w.e.f. 1st August 2020, who tendered his resignation w.e.f. 8th September 2020. He continues to act as Chief Executive- Bright Power unit, Rail EPC Division of the Company.

Further, the Board on the recommendation of the Nomination and Remuneration Committee, had approved the appointments of Mr Ashish Kumar Gupta as Executive Director and designated as Deputy Managing Director w.e.f. 17th November 2020 and Mr Virendra Sinha & Ms Rusha Mitra as Independent Directors w.e.f. 17th February 2021. All these aforesaid appointments were approved by the shareholders at the Extra Ordinary General Meeting ('EGM') of the Company held on 25th March 2021.

Ms Mridula Jhunjhunwala ceased to hold office as Independent Director of the Company w.e.f. close of business on 19th March 2021 upon completion of her tenure as approved by the Shareholders.

Messrs Damodar Hazarimal Kela and Ashok Kumar Vijay, Executive Directors retire by rotation and being eligible, have offered themselves for re-appointment at the ensuing AGM of the Company.

Further, the present tenure of Mr Kela expires on 24th September 2021 and in view of his visionary leadership and experience, the Board on the recommendation of the Nomination and Remuneration Committee has approved his re-appointment, for a period of 3 (three) years subject to the approval of the Shareholders.

The above recommendations of the Board are being placed at the ensuing AGM for the approval of the Shareholders.

Board Evaluation

Your Company has in place a Policy for performance evaluation of the Board, Committees of the Board and individual Directors, by fixing certain criteria, duly approved by the Nomination and Remuneration Committee and adopted by the Board. The criteria for the evaluation includes their functioning as Members of the Board or Committees of the Board, execution and performance of specific duties, etc.

A structured questionnaire, which cover various aspects of the Board functioning such as Director's strength and contribution, specific duties, obligations, etc. evolved through discussions within the Board, has been used for this purpose. Further, on the basis of performance review by Independent Directors at their meeting held on 18th March 2021 and recommendations of the Nomination and Remuneration Committee, a process of evaluation was followed by the Board for its own performance and that of its Committees and individual Directors. Furthermore, the evaluation of the Independent Directors was performed by the Board. The evaluation criteria comprised assessing the various parameters including oversight and effectiveness of the Board, performance of the Directors, expertise /skills / competencies as possessed by the Directors in the context of the business of your Company, contribution to the strategic planning, etc.

Further, the Board ensured that the evaluation of Directors was carried out without the participation of the Director who was subject to evaluation.

Criteria for Appointment of Directors and Remuneration Policy

The Nomination and Remuneration Committee has approved the criteria to determine the appropriate characteristics, skills and experience for the Board as a whole and its individual members with the objective of having a Board

of eminent Qualified Professionals, entrepreneurs with diverse backgrounds and experience in business, governance, education and public service. The criteria include the matrix of skills / expertise / competencies as specified by the Board for identifying individuals to serve as a Director on the Board.

Your Company has in place a well-defined Remuneration Policy for Directors, Key Managerial Personnel and other employees of the Company. The Nomination and Remuneration Committee periodically reviews the policy to ensure that it is aligned with the requirements under the applicable laws. During the year under review, there has been no change in the policy.

The policy ensures equity, fairness and consistency in rewarding the employees on the basis of performance against set of objectives. The policy is available on the Company's website. The weblink for accessing such policy is:

https://www.texmaco.in/webfiles/doc/Investors_Information/REMUNERATION_POLICY_TexRail.pdf

Declaration by Independent Directors

All Independent Directors of your Company have given the declaration that they meet the criteria of independence as laid down under the Act and Listing Regulations.

The Board of Directors of your Company took on record the declarations submitted by the Independent Directors after undertaking due assessment of their independence from the Management. The Independent Directors of your Company have also confirmed their registration with the Independent Directors' databank maintained by the Indian Institute of Corporate Affairs. The Independent Directors will undertake the proficiency test, as may be required, under the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Board is of the opinion that all the Independent Directors possess the requisite integrity, expertise and experience to fulfil their duties to act as such.

AUDIT COMMITTEE AND AUDITORS

Composition of Audit Committee

The composition of the Audit Committee is provided in the Report on Corporate Governance as attached to this Report.

Statutory Auditors

Messrs L. B. Jha & Co., Chartered Accountants, who had been appointed as the Statutory Auditors at the 19th AGM in the year 2017 for a period of 5 (five) years hold office until the conclusion of the 24th AGM of the Company to be held in the year 2022.

Branch Auditors

The Branch Auditors Messrs S.S. Kothari Mehta & Co. continues to act as such until the conclusion of the 24th AGM of the Company to be held in the year 2022.

Cost Auditors

Your Company has appointed Messrs DGM & Associates, Cost Accountants, for conducting the Cost Audit for FY'21 in terms of the provisions of the Act and the Companies (Cost Records and Audit) Rules, 2014.

The Board on the recommendation of the Audit Committee, at its Meeting held on 14th May 2021 has approved the re-appointment of Messrs DGM & Associates, Cost Accountants (Firm Registration No. 000038), as the Cost Auditors to conduct the Audit of the Cost Records of the Company for the FY'22 at a remuneration of INR 2,50,000 (Rupees Two Lakh Fifty Thousand) plus applicable taxes and out-of-pocket expenses as incurred from time to time. The proposal for the ratification of the remuneration payable to Messrs DGM & Associates is being placed at the ensuing AGM for the approval of Shareholders.

In terms of the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, your Company is required to maintain cost records and accordingly, such accounts and records are made and maintained.

Secretarial Auditor

Your Company has appointed Messrs S. R. & Associates, Practicing Company Secretaries, for conducting the Secretarial Audit of the Company for FY'21 in terms of the provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Secretarial Audit Report in Form MR-3 is enclosed as **Annexure E** and forms a part of this Report.

Whistle Blower Policy

The details on the Whistle Blower Policy are provided in the Report on Corporate Governance as attached to this Report.

INTERNAL FINANCIAL CONTROLS AND RISK MANAGEMENT

The Company has a proper and adequate system of internal controls, appropriate to the nature and size of the businesses. The designated system ensures that all transactions are authorised, recorded and reported correctly and assets are safeguarded and protected against loss from unauthorised use or disposition. In addition, there are operational and fraud risk controls, covering the entire spectrum of internal financial controls. The system is commensurate with the size and the nature of operations of the Company.

The Audit Committee periodically reviews the internal control system to ensure that it remains effective and aligned with the business requirements of your Company.

The objectives pertaining to Risk Management are to monitor and review the risk management plan of the Company including identification therein of elements of risks, if any, and such other related functions. The Company has in place a Risk Management Policy in order to mitigate the losses which might be incurred due to non-systematic attendance of certain issues. The Risk Management Policy which has been adopted by the Company has in its scope, the establishment of a process for risk assessment, identification of risks both internal & external, cyber security risk and a detailed process for evaluation and mitigation of risks and is reviewed periodically by the Audit Committee to ensure its effectiveness. During the FY'22, the Company has formed a Risk Management Committee, the details of which are provided in the Report on Corporate Governance as attached to this Report.

DISCLOSURES

- (a) There has been no change in the nature of business of the Company during the year under review. Further, in order to expand its horizons, the Company is planning to explore into newer fields of upcoming opportunities in defence segment and for which the Company has obtained the approval of the shareholders to the altered object clause of the Memorandum of Association of the Company.

The alterations as to the Object Clause was approved at the EGM held on 25th March 2021.

- (b) There are no significant and material orders passed by the Regulators/ Courts that would impact the going concern status of the Company and its future operations.
- (c) There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of financial year and the date of this Report.
- (d) The Reports of the Auditors do not contain any qualification / modification and hence no explanation is required.
- (e) The Board had earlier approved the Rights Issue in April 2019 for an issue size not exceeding INR 2000 mn. However, due to steep decline in the market price of the shares of the Company and plummeting GDP & Economy, the Board at its Meeting held on 8th September 2020 had withdrawn the Rights Issue.

(f) Share Capital

During the year, the Board of the Company has proposed the issuance of Equity Shares by way of Preferential Issue to Messrs Zuari Global Limited, Adventz Finance Private Limited & Mr Saroj Kumar Poddar (as an individual),

for an amount not exceeding INR 2000 mn, which was approved by the Members of the Company at the AGM held on 30th September 2020. In terms of the approval, your Company has allotted 93,54,839 & 1,61,29,031 Equity Shares of face value of INR 1/- each at a price of INR 31/- each to Adventz Finance Private Limited and Mr Saroj Kumar Poddar (as an individual) respectively by way of preferential issue against conversion of loan availed by the Company from them. Consequent to the aforesaid allotment, the paid up capital of the Company has increased from 22,48,59,382 Equity Shares of INR 1/- each to 25,03,43,252 Equity Shares of INR 1/- each.

Further, the Board at its Meeting held on 1st March 2021 has proposed the issuance of Equity Shares by way of Preferential Issue to Messrs Zuari Global Limited and Adventz Finance Private Limited, for an amount not exceeding INR 1150 mn. Accordingly, an Extra Ordinary General Meeting of the Shareholders was convened on 25th March 2021, inter-alia, for issuance of Equity Shares to Messr Zuari Global Limited for an amount not exceeding INR 900 mn. However, the Shareholders had not approved the said proposal.

(g) **Deposits**

During the FY'21, the Company has not accepted any Deposit under the provisions of the Act.

(h) **Disclosures under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

An Internal Complaints Committee ('ICC') has been set up in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder to promote safe & healthy work environment and to redress complaints received regarding sexual harassment. The ICC meets at regular intervals. Your Company has in place a Policy on prevention of Sexual Harassment in accordance with the said Act and Rules.

During the year, no complaint was received by the ICC.

(i) **Disclosure with respect to compliance of Secretarial Standards**

The Company has duly complied with the necessary requirements of the Secretarial Standards relating to Board Meetings and General Meetings as issued by the Institute of Company Secretaries of India.

Dividend Distribution Policy

Your Company has in place a Dividend Distribution Policy in line with the requirements of the Listing Regulations. There has been no change in the policy during the year. The weblink for accessing such policy is: [https://www.texmaco.in/webfiles/doc/Investors Information/Dividend Distribution Policy.pdf](https://www.texmaco.in/webfiles/doc/Investors%20Information/Dividend%20Distribution%20Policy.pdf)

Corporate Governance

Report on Corporate Governance pursuant to the Listing Regulations is enclosed as **Annexure F** and forms a part of this Report.

Business Responsibility Report

Business Responsibility Report pursuant to the Listing Regulations is enclosed as **Annexure G** and forms a part of this Report.

Particulars of Loans, Guarantees and Investments

The details of Loans, Corporate Guarantees and Investments made during the financial year under the provisions of Section 186 of the Act have been disclosed in the Financial Statements of the Company.

Related Party Transactions

All related party transactions during the FY'21 were entered in the ordinary course of business and on arm's length basis.

An omnibus approval from the Audit Committee for the financial year is obtained for the transactions which are repetitive in nature. All related party transactions are reported to and approved by the Audit Committee / Board. The details of such transactions were also placed before the Audit Committee and the Board for their review, on a quarterly basis. During the year, there was no material related party transaction entered into by the Company and as such disclosure in Form AOC-2 is not required.

The Company has in place a policy on dealing with related party transactions and the same is disclosed on the Company's website. The weblink for accessing such policy is: [https://www.texmaco.in/webfiles/doc/Investors Information/RPTP.PDF](https://www.texmaco.in/webfiles/doc/Investors%20Information/RPTP.PDF)

During the year under review, there has been no change in the policy.

OTHER INFORMATION

Annual Return

The copy of the Annual Return is available on the website of the Company. The weblink for accessing Annual Return is: [https://www.texmaco.in/webfiles/doc/annual report/ART2021.pdf](https://www.texmaco.in/webfiles/doc/annual%20report/ART2021.pdf)

DIRECTORS' RESPONSIBILITY STATEMENT U/S 134 (5) OF THE COMPANIES ACT, 2013

Your Directors state that:

- (a) in the preparation of the Annual Financial Statements, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) such accounting policies are applied consistently and the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) proper and sufficient care had been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Annual Financial Statements of the Company have been prepared on a going concern basis;
- (e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

For and on behalf of the Board

Dated: 14th May 2021
Place: Kolkata

S. K. Poddar
Chairman

List of Enclosures to the Report of the Board of Directors

Annual Report on Corporate Social Responsibility	Annexure-A
Particulars of Employees as per the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014	Annexure-B
Disclosure relating to Remuneration as per the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014	Annexure-C
Disclosures relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo	Annexure-D
Secretarial Audit Report	Annexure-E
Report on Corporate Governance	Annexure-F
Business Responsibility Report	Annexure-G

ANNEXURE - A

Annual Report on Corporate Social Responsibility (CSR)

[Pursuant to clause (o) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. Brief outline on CSR Policy of the Company.

Our projects and initiatives are guided by the CSR Policy of the Company and reviewed closely by the CSR Committee, institutionalized and adopted by the Board of Directors as per Section 135 of the Companies Act, 2013. The policy is available on the website of the Company.

Driven by passion to make a difference to society, your Company is committed to upholding the highest standards of Corporate Social Responsibility. Your Company has continued its progress on community initiatives with renewed vigour and devotion.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr D. H. Kela, Executive	Chairperson	1	1
2.	Mr Sunil Mitra, Independent	Member	1	1
3.	Mr A. K. Vijay, Executive	Member	1	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

The weblink for accessing the composition of CSR Committee is:

https://www.texmaco.in/webfiles/doc/Investors_Information/Composition-of-Committee.pdf

The weblink for accessing CSR Policy & projects approved by the Board is:

https://www.texmaco.in/webfiles/doc/Investors_Information/CSR_POLICY_TEXRAIL.pdf

During the year under review, there has been no change in the policy.

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report). N.A.

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (₹ in Lakhs)	Amount required to be set-off for the financial year, if any (₹ in Lakhs)
1	2018-19	N.A.	
2	2019-20		
3	2020-21		
	Total		

6. Average net profit of the company as per section 135(5) - ₹ 365.63 Lakhs

7. (a) Two percent of average net profit of the company as per section 135(5) - ₹ 7.31 Lakhs
(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.- NIL
(c) Amount required to be set off for the financial year, if any- NIL
(d) Total CSR obligation for the financial year (7a+7b-7c).- ₹ 7.31 Lakhs
8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (₹ in Lakhs)	Amount Unspent (₹ in Lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
11.61	N.A.		N.A.		

- (b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project (₹ in Lakhs)	Amount spent in the current financial Year (₹ in Lakhs)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (₹ in Lakhs)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
N.A.												

- (c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project (₹ in Lakhs)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name.	CSR registration number
1.	Health	I	Yes	W.B.	North 24 Parganas	4.92	Yes	N.A.	N.A.
2.	Education	II	Yes	W.B.	North 24 Parganas	6.69	Yes	N.A.	N.A.
Total						11.61			

- (d) Amount spent in Administrative Overheads-Nil
(e) Amount spent on Impact Assessment, if applicable- N.A.
(f) Total amount spent for the Financial Year (8b+8c+8d+8e)- ₹ 11.61 Lakhs
(g) Excess amount for set off, if any- ₹ 4.30 Lakhs

Sl. No.	Particular	Amount (₹ in Lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	7.31
(ii)	Total amount spent for the Financial Year	11.61
(iii)	Excess amount spent for the financial year [(ii)-(i)]	4.30
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	4.30

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (₹ in Lakhs)*	Amount spent in the reporting Financial Year (₹ in Lakhs)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years. (₹ in Lakhs)
				Name of the Fund	Amount (₹ in Lakhs)	Date of transfer.	
1.	2019-20	-	62.96	-	-	-	N.A.
2.	2018-19	-	52.66	-	-	-	
3.	2017-18	-	33.05	-	-	-	
	Total	-	148.67	-	-	-	

*The requirement of transferring to the unspent account has become applicable w.e.f. 22nd January 2021. The Company during the FY'21 has spent in excess of the required CSR amount.

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (₹ in Lakhs)	Amount spent on the project in the reporting Financial Year (₹ in Lakhs)	Cumulative amount spent at the end of reporting Financial Year (₹ in Lakhs)	Status of the project - Completed /Ongoing
N.A.								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year.

(asset-wise details).

- (a) Date of creation or acquisition of the capital asset(s).
- (b) Amount of CSR spent for creation or acquisition of capital asset.
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

N.A.

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5)- N.A.

S. K. Poddar
Chairman

D. H. Kela
Chairman of CSR Committee

ANNEXURE - B

[Particulars of employees under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Name	Designation	Age (Years)	Remuneration (₹)	Qualifications	Experience (Years)	Date of Commencement of Employment	Previous Employment
Details of Employees in terms of Remuneration drawn / Employed throughout the year / part of the year and in receipt of remuneration aggregating ₹ 1,02,00,000 or more per annum / ₹ 8,50,000 or more per month.							
1. Poddar Saroj Kumar	Executive Chairman	75	2,74,37,284	B.Com (Hons)	52	01-01-2006	M/s. Poddar Heritage Investments Limited
2. Kamath Udyavar Vittal	Chief Executive – Rail EPC Division, Unit Bright Power	56	2,00,31,854	B. E. (Electrical)	34	01-04-2017 (on Merger of Bright Power into the Company)	Square Automation
3. Maheshwari Ramesh*	Corporate Advisor	88	2,00,08,235	M.Com., L.L.B.	65	01-02-1962	M/s. F & Cosler (India) Limited & Sister Concerns
4. Kela Damodar Hazarimal	Executive Director & CEO (Steel Foundry)	80	95,37,810	B.E. (Metallurgy)	55	14-11-2000	M/s. Hindusthan Engineering & Industries Limited
5. Subbanna Mohan Kumar Mysore	Chief Executive (Projects) - Rail EPC Division, Unit Kalindee	55	79,40,835	B.E. (Electrical)	33	01-04-2014 (on Merger of Kalindee Unit into the Company)	M/s. L & T Limited
6. Kottawar Arvind Dattatraya	COO – Rail EPC Division, Unit Bright Power	54	68,55,217	MIE (Electrical) C.Eng.	34	27-06-2017	Atkins Global, UK & India
7. Kejriwal Prakash Chandra	Chief Financial Officer – Rail EPC Division, Unit Kalindee	52	61,65,914	FCA	29	18-06-2011	M/s. Duncans Tea Limited
8. Mookerjee Indrajit®	Managing Director	73	58,89,838	B.Tech (Hons.)	49	02-04-2020	M/s. Lorch Welding Products Private Limited
9. Chimpiri Satyaprasad	G.M. – (Projects) - Rail EPC Division, Unit Bright Power	61	55,43,000	B.A.	39	01-04-2017 (on Merger of Bright Power into the Company)	M/s. ECS Industries Limited
10. Venkataraman Ramesh	Sr. G.M. - Rail EPC Division, Unit Bright Power	57	55,32,408	Diploma in Electrical & Electronics, MBA – Fin. (IGNOU)	35	05-08-2014	M/s. Hythro Power Pvt. Ltd.
11. Gupta Ashish Kumar	Deputy Managing Director	50	52,08,133	B. Tech (Electrical)	28	17-11-2020	M/s. Tata Martrade International Logistics Limited

* Ceased to be Corporate Advisor w.e.f close of business on 30th September 2020

® Re-designated as Managing Director w.e.f. 2nd April 2020 (was appointed as Independent Director w.e.f. 9th September 2019).

Notes:

- 1 Remuneration as shown above includes Salary, House Rent, LTA, Medical Benefits, Bonus, Contribution to Provident Fund, Superannuation Fund, etc., as per the Company's rules;
- 2 Mr Akshay Poddar is the son of Mr Saroj Kumar Poddar;
- 3 Employees named above are Whole-time/ contractual employees of the Company;
- 4 Other terms and conditions are as per the Company's rules.

ANNEXURE - C

[Disclosure relating to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

- a. The ratio of remuneration of each of the Directors and Key Managerial Personnel to the median remuneration of the employees of the Company for the financial year ended 31st March 2021 is as below:

Sl. No.	Name of Directors/KMP	Designation	Ratio of Remuneration to Median Remuneration of all the employees	Increase in remuneration over previous Financial Year (in%)
i.	Mr S. K. Poddar	Executive Chairman	141:1	
ii.	Mr Indrajit Mookerjee [@]	Managing Director	30:1	
iii.	Mr A. K. Gupta [#]	Deputy Managing Director	27:1	
iv.	Mr D. H. Kela	Executive Director & CEO (SF)	49:1	
v.	Mr A. K. Vijay	Executive Director & CFO	28:1	
vi.	Mr U. V. Kamath [^]	Executive Director & CE (Bright Power)	103:1	
vii.	Mr A. C. Chakrabortti	Independent Director	4:1	
viii.	Mr D. R. Kaarthikeyan	Independent Director	3:1	
ix.	Mr Utsav Parekh	Independent Director	2:1	
x.	Mr Sunil Mitra	Independent Director	3:1	
xi.	Ms Mridula Jhunhunwala [*]	Independent Director	3:1	
xii.	Mr Virendra Sinha [§]	Independent Director	1:1	
xiii.	Ms Rusha Mitra [§]	Independent Director	1:1	
xiv.	Mr Akshay Poddar	Non-executive & Non-Independent Director	3:1	
xv.	Mr Ravi Varma	G.M. (Corp. Affairs) & Company Secretary	11:1	
b.	The percentage increase in the median remuneration of employees in the financial year ended March 2021.			NIL
c.	The number of permanent employees of the Company as on 31 st March 2021:			2403 Nos.
d.	<p>- Median Remuneration and Average Remuneration of all employees have increased by: NIL.</p> <p>- There has been no change in the average remuneration of employees excluding Key Managerial Personnel. In order to ensure that remuneration reflects Company's performance, the variable pay is linked to organization and business unit's performance, apart from individual's performance.</p> <p>- There has been no change in the Remuneration of Key Managerial Personnel.</p>			
e.	The remuneration of Directors, Key Managerial Personnel and other employees is in accordance with the Remuneration Policy of the Company. The same can be accessed on the website of the Company at the link: https://www.texmaco.in/webfiles/doc/Investors_Information/REMUNERATION_POLICY_TexRail.pdf			

[@] Re-designated as Managing Director w.e.f. 2nd April 2020

[#] Appointed w.e.f. 17th November 2020

[^] Appointed w.e.f. 1st August 2020 and resigned w.e.f. 8th September 2020

^{*} Ceased w.e.f. close of business on 19th March 2021

[§] Appointed w.e.f. 17th February 2021

ANNEXURE - D

[Information as per Section 134 of the Companies Act, 2013
read with the Companies (Accounts) Rules, 2014]

(A) Conservation of energy -

- i. The steps taken or impact on conservation of energy:

Installation and commissioning of Power Factor Improvement System continued during the year.

- ii. The steps taken by the Company for utilising alternate sources of energy:

Your Company has commissioned 50 KW solar panel on roof top of its Corporate Office and it is functioning well. TATA Solar Power and others are carrying out the survey for further addition of Solar Power generation.

- iii. The capital investment on energy conservation equipments:

Two nos. 11KV / 650KVA Transformer have been installed and commissioned. All Electrical heat treatment furnaces have been put / connected with new 440V bus.

(B) Technology absorption-

- i. The efforts made towards technology absorption and the benefits derived like product improvement, cost reduction, product development or import substitution:

The in-house R&D Centre of the Company has been recognised by the Department of Scientific & Industrial Research, Ministry of Science & Technology and the Government of India. A number of projects on development of new products and improvement on the existing products have been successfully carried out during the year.

- ii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
N.A.

- iii. The expenditure incurred on Research and Development – ₹ 129.54 Lakhs

(C) Foreign exchange earnings ₹ 10,255.24 Lakhs and outgo ₹ 2,753.65 Lakhs.

ANNEXURE - E

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2021

[Pursuant to Section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members

Texmaco Rail & Engineering Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TEXMACO RAIL & ENGINEERING LIMITED** (hereinafter called the 'Company'). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2021 complied with the statutory provisions listed hereunder and also that the Company has maintained proper Board-processes and Compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined books, papers, minute books, forms and returns filed and other records maintained by **TEXMACO RAIL & ENGINEERING LIMITED** for the financial year ended on 31st March 2021 according to the provisions of the following, in so far as they are applicable to the Company:

1. The Companies Act, 2013 ('the Act') and the rules made thereunder;;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing;

5. The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- d) The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014;
- e) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
- f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, to the extent applicable.

6. The following other laws specially applicable to the Company:-

- a) The Factories Act, 1948 read with Rules;
- b) The Industrial Disputes Act, 1947 read with Rules;
- c) The Environment (Protection) Act, 1986.

We have also examined compliance with the applicable Clauses/ Regulations of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above. The Company has received notices from Stock Exchanges for appointment of Independent Directors in view of new appointment of Deputy Managing Director on the Board of Directors of the Company. The Company has appointed two Independent Directors w.e.f. 17th February 2021.

We further report that:

- the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non – Executive Directors and Independent Directors. There is adequate number of Independent Directors on the Board of Directors of the Company as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Act. There were no changes in the composition of the Board of Directors that took place during the period under review except the appointments of Mr Ashish Kumar Gupta as Deputy Managing Director w.e.f. 17th November 2020 and Mr Virendra Sinha and Ms Rusha Mitra as Independent Directors w.e.f. 17th February 2021; completion of term of Ms Mridula Jhunjhunwala as Independent Director of the Company w.e.f. 19th March 2021 and redesignation of Mr Indrajit Mookerjee as Managing Director of the Company w.e.f. 2nd April 2020. Further, Mr U. V. Kamath was appointed as Executive Director w.e.f. 1st August 2020 and he resigned w.e.f. 8th September 2020.

- adequate notice is given to all directors to schedule the Board Meetings, Agenda and detailed Notes on Agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the Meeting and for meaningful participation at the Meeting.
- unanimously/ majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company has raised capital by issuing 2,54,83,870 (Two crores fifty four lakhs eighty three thousand eight hundred and seventy only) Equity Shares having face value of ₹ 1/- each at a premium of ₹ 30/- each through preferential issue. Consequent to the allotment, the paid up capital of the Company has increased from 22,48,59,382 Equity Shares of ₹ 1/- each to 25,03,43,252 Equity Shares of ₹ 1/- each.

We further report that during the audit period, the Company has enlarged its Objects Clause and amended the existing Memorandum and Articles of Association.

We further report that during the audit period, the Company has withdrawn its proposal of Rights Issue which was earlier approved by the Board at its Meeting held on 26th April 2019. The said withdrawal was approved by the Board at its Meeting held on 8th September 2020.

For S R & Associates
GEETA ROY CHOWDHURY
Partner

Unique Code of Partnership Firm: **P2008WB016700**
Membership No: **FCS: 7040; C.P. No.: 7741**
Unique Code of Number: **12007WB599800**
UDIN: **F007040C000299860**

Place : Kolkata
Dated : 14th May 2021

Note: This report is to be read with Annexure which forms an integral part of this report.

Annexure

To

The Members

Texmaco Rail & Engineering Limited

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For S R & Associates

GEETA ROY CHOWDHURY

Partner

Unique Code of Partnership Firm: **P2008WB016700**

Membership No: **FCS: 7040; C.P. No.: 7741**

Unique Code of Number: **12007WB599800**

UDIN: **F007040C000299860**

Place : Kolkata

Dated : 14th May 2021

ANNEXURE - F

Report on Corporate Governance

1. Company's philosophy on Code of Governance

The core values of the Company's Corporate Governance are transparency, professionalism, accountability, customer focus, teamwork, quality, fairness and social responsibility. Your Company is committed to fulfill these objectives and enhance the wealth generating capacity, keeping in mind the long-term interest of the stakeholders. The Company believes in adopting and adhering to the best Corporate Governance practices and continuously benchmarking itself against the best practices in the industry.

2. Board of Directors

The Company's Board of Directors ('Board') holds a fiduciary duty towards the stakeholders. Your Company's Board comprises 12 (twelve) Directors, representing the optimum mix of professionalism & knowledge with diverse experience and in compliance with the provisions of the Companies Act, 2013 ('Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). 6 (six) Directors of the current strength of the Board are Independent Directors as on 31st March 2021. The category of Directors, number of Directorships in other companies including the name of listed entities and their category thereof and the, number of Committees in which such Director is a Chairperson or Member are mentioned below:-

Name of the Directors	Category of Directorship	No. of Directorships in other Companies**	Name of other listed entities where the person is a Director and the category of directorship		No. of Chairpersonship/ Membership of Board Committees in Companies ^^	
			Name	Category	Chairperson	Member
Mr S. K. Poddar (DIN: 00008654)	Executive Chairperson - Promoter	11	Texmaco Infrastructure & Holdings Limited	Non-Executive & Non Independent Director-Chairperson	-	-
			Chambal Fertilisers and Chemicals Limited	Non-Executive & Non Independent Director-Chairperson		
			Zuari Agro Chemicals Limited	Non-Executive & Non Independent Director-Chairperson		
			Zuari Global Limited	Non-Executive & Non Independent Director-Chairperson		
Mr Indrajit Mookerjee ⁵ (DIN: 01419627)	Managing Director	5	-	-	-	1
Mr A. K. Gupta [#] (DIN: 07808012)	Deputy Managing Director	0	-	-	-	-
Mr A. C. Chakrabortti (DIN: 00015622)	Independent	4	Asian Hotels (East) Limited	Non-Executive & Independent Director	2	2
Mr D. R. Kaarthikeyan (DIN: 00327907)	Independent	6	Texmaco Infrastructure & Holdings Limited	Non-Executive & Independent Director	-	3
			Taj GVK Hotels and Resorts Limited	Non-Executive & Independent Director		
			Lotus Eye Hospital and Institute Limited	Non-Executive & Independent Director		
Mr Sunil Mitra (DIN: 00113473)	Independent	8	CESC Limited	Non-Executive & Independent Director	-	7
			Firstsource Solutions Limited	Non-Executive & Independent Director		
			Century Plyboards (India) Limited	Non-Executive & Independent Director		

Name of the Directors	Category of Directorship	No. of Directorships in other Companies**	Name of other listed entities where the person is a Director and the category of directorship		No. of Chairpersonship/ Membership of Board Committees in Companies ^^	
			Name	Category	Chairperson	Member
Ms Mridula Jhunjhunwala* (DIN: 05339373)	Independent	N.A.	N.A.	N.A.	N.A.	N.A.
Mr Utsav Parekh (DIN: 00027642)	Independent	11	Texmaco Infrastructure & Holdings Limited	Non-Executive & Independent Director	4	7
			SMIFS Capital Markets Limited	Non-Executive & Non Independent Director- Chairperson		
			Xpro India Limited	Non-Executive & Independent Director		
			Spencer's Retail Limited	Non-Executive & Independent Director		
			Eveready Industries India Ltd.	Non-Executive Director & Non Independent Director		
Mr Virendra Sihna^ (DIN: 03113274)	Independent	2	-	-	-	1
Ms Rusha Mitra^ (DIN: 08402204)	Independent	5	Harrisons Malayalam Ltd	Non-Executive & Independent Director	1	3
			Lux Industries Limited	Non-Executive & Independent Director		
			GKW Ltd	Non-Executive & Independent Director		
Mr Akshay Poddar† (DIN: 00008686)	Non-executive & Non-independent - Promoter	17	Texmaco Infrastructure & Holdings Limited	Non-Executive & Non Independent Director	1	3
			Adventz Securities Enterprises Limited	Non-Executive & Non Independent Director		
			Mangalore Chemicals & Fertilizers Limited	Non-Executive & Non Independent Director		
			Zuari Agro Chemicals Limited	Non-Executive & Non Independent Director		
			Gobind Sugar Mills Ltd.	Non-Executive & Non Independent Director		
Mr D. H. Kela (DIN: 01050842)	Executive	2	-	-	-	1
Mr A. K. Vijay (DIN: 01103278)	Executive	6	-	-	-	1
Mr U. V. Kamath€ (DIN: 00648897)	Executive	N.A.	N.A.	N.A.	N.A.	N.A.

[§] Re-designated as Managing Director w.e.f. 2nd April 2020

[#] Appointed w.e.f. 17th November 2020

^{*} Ceased w.e.f. close of business on 19th March 2021

[^] Appointed w.e.f. 17th February 2021

[†] Mr Akshay Poddar is the son of Mr S. K. Poddar.

[€] Appointed w.e.f. 1st August 2020 and resigned w.e.f. 8th September 2020

^{**} Excluding Foreign Companies.

^{^ ^} Membership / Chairpersonship in Audit Committee and Stakeholders Relationship Committee, including those in the Company.

No Director of the Company was a member of more than 10 (ten) committees or chairperson of more than 5 (five) committees across the Public / Listed companies in which he / she was a Director as on 31st March 2021. For the purpose of determination of limit, chairpersonship and membership of the Audit Committee and the Stakeholders Relationship Committee had been considered. Further, the chairpersonship in the said committee(s) is also considered as the membership as disclosed in this Report.

The attendance of the Directors at the Board Meetings and at the last Annual General Meeting ('AGM') held during the FY'21 are given below:-

Name of the Directors	Board Meeting Dates					AGM Date
	17 th June 2020	8 th September 2020	19 th October 2020	29 th January 2021	1 st March 2021	30 th September 2020
Mr S. K. Poddar (Chairman)	√	√	√	√	√	√
Mr Indrajit Mookerjee [§]	√	√	√	√	√	√
Mr A. K. Gupta [#]	NA	NA	NA	√	√	NA
Mr A. C. Chakrabortti	√	√	√	√	√	√
Mr D. R. Kaarthikeyan	√	√	√	√	√	√
Mr Sunil Mitra	√	√	√	√	√	√
Ms Mridula Jhunjhunwala [*]	√	√	√	√	√	√
Mr Utsav Parekh	√	√	√	√	√	√
Mr Akshay Poddar	√	√	√	√	√	√
Mr D. H. Kela	√	√	√	√	√	√
Mr A. K. Vijay	√	√	√	√	√	√
Mr U. V. Kamath [€]	NA	√	NA	NA	NA	NA
Mr Virendra Sinha [^]	NA	NA	NA	NA	√	NA
Ms Rusha Mitra [^]	NA	NA	NA	NA	√	NA

[§]Re-designated as Managing Director w.e.f. 2nd April 2020

[#]Appointed w.e.f. 17th November 2020

^{*}Ceased w.e.f. close of business on 19th March 2021

[€]Appointed w.e.f. 1st August 2020 and resigned w.e.f. 8th September 2020

[^]Appointed w.e.f. 17th February 2021

Skills/expertise/competencies identified by the Board

The skills/expertise/competencies as identified by the Board as required in the context of the business(es) and the sector(s) your Company operates into are as follows:-

- 1. Strategic Planning:** Your Company strives to achieve a competitive advantage in the market based on its strategic planning and research activities.
- 2. Sales & Marketing:** Your Company's overall sales performance has remarkably improved over the last few years, except for the period affected by the pandemic COVID-19. With regular market study and emphasis on consumerism, your Company seeks to achieve long-term marketing synergies.
- 3. Technology:** With a drive to enhance the technical base and modify the existing ones, your Company is well equipped

to set new benchmarks against the advanced technology available in the market.

- 4. Financial:** The Directors of your Company possess vast experience in handling financial management along with an understanding of accounting and financial statements to ensure that the Company can achieve proficiency in managing complex financial systems.
- 5. Governance:** Your Company strives to adopt best business practices in the sectors it operates into and in maintaining transparency with the stakeholders. Practicing good Corporate Governance has been your Company's backbone and a marked accolade.
- 6. Global Presence:** With a view to become a global leader, your Company has tied-up with the global players to expand the reach of its product portfolio worldwide.

Director's Area of Expertise: All the Directors on the Board possess most of the skills/ expertise/ competencies identified, however their area of core expertise is given as below:

Name of the Directors	Areas of expertise					
	Strategic Planning	Sales & Marketing	Technology	Financial	Governance	Global Presence
Mr S. K. Poddar	√	√	√	√	√	√
Mr A. C. Chakrabortti	√			√	√	√
Mr D. R. Kaarthikeyan	√		√	√	√	
Mr Sunil Mitra	√		√	√	√	√
Mr Utsav Parekh	√	√		√	√	√
Mr Virendra Sinha	√	√		√	√	√
Ms Rusha Mitra	√				√	√
Mr Akshay Poddar	√	√	√	√	√	√
Mr Indrajit Mookerjee	√	√	√		√	√
Mr A. K. Gupta	√	√	√		√	√
Mr D. H. Kela	√	√	√		√	√
Mr A. K. Vijay	√	√		√	√	√

3. Audit Committee

The role of the Audit Committee of the Company inter-alia includes oversight of the financial reporting process including its quality and integrity; review of controls and financial statements; monitoring of legal and regulatory compliances; review of the auditors' independence and the performance of Company's internal audit function.

Terms of Reference and Composition

The terms of reference of the Committee cover the matters specified for the Audit Committee under Section 177 of the Act and the Listing Regulations.

The Audit Committee comprises 3 (three) Directors. The Company Secretary of the Company act as the Secretary to the Audit Committee. During the FY'21, the Committee met 4 (four) times. The details of the Meetings of the Audit Committee and the attendance of the Directors at the Meetings held during the financial year are given below:

Name & Category of the Directors	Meeting Dates			
	17 th June 2020	8 th September 2020	19 th October 2020	29 th January 2021
Mr A. C. Chakrabortti, <i>Chairperson, Independent</i>	√	√	√	√
Mr D. R. Kaarthikeyan, <i>Independent</i>	√	√	√	√
Ms Mridula Jhunjhunwala*, <i>Independent</i>	√	√	√	√
Mr Indrajit Mookerjee [§] , <i>Executive</i>	NA	√	√	√

*Ceased w.e.f. close of business on 19th March 2021.

§Appointed w.e.f. 17th June 2020.

Mr Utsav Parekh was appointed as a member of the Audit Committee w.e.f 14th May 2021

4. Nomination and Remuneration Committee

The role of the Nomination and Remuneration Committee of the Company inter-alia includes review & evaluation of the Company's nomination process and to assist the Board in identifying, screening & reviewing individuals qualified to serve as Directors and KMP.

The Committee under the nomenclature 'Compensation Committee' has the responsibility for administering the Employee Stock Option Scheme of the Company.

Terms of Reference and Composition

The terms of reference of the Committee cover the matters specified for the Nomination and Remuneration Committee under Section 178 of the Act and the Listing Regulations.

The Nomination and Remuneration Committee comprises 3 (three) Directors. During the FY'21, the Committee met 3 (three) times. The details of the Meetings of the Nomination and Remuneration Committee and the attendance of the Directors at the Meetings held during the financial year are given below:

Name & Category of the Directors	Meeting Dates		
	17 th June 2020	15 th October 2020	12 th February 2021
Mr A. C. Chakrabortti, <i>Chairperson, Independent</i>	√	√	√
Mr Akshay Poddar, <i>Non-executive & Non-independent</i>	√	√	√
Mr Sunil Mitra, <i>Independent</i>	√	√	√
Ms Mridula Jhunhunwala*, <i>Independent</i>	√	√	√

*Ceased w.e.f. close of business on 19th March 2021.

Remuneration of Directors

The Remuneration of Executive Directors is fixed by the Board as recommended by the Nomination and Remuneration Committee and approved by the Shareholders' at the General Meeting. Non-executive Directors are eligible for sitting fee and a commission not exceeding 1% of the net profits of the Company for each financial year, with a ceiling of ₹ 2,00,000/- per annum on commission for each such Director. The sitting fee for attending the Board Meeting or Audit Committee Meeting is ₹ 40,000/- each and the sitting fee for attending the other Committee/Sub-committee Meeting is ₹ 25,000/- each as approved by the Board.

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees is available on the website of the Company. The web link for accessing such policy is:

[https://www.texmaco.in/webfiles/doc/Investors Information/REMUNERATION POLICY TexRail.pdf](https://www.texmaco.in/webfiles/doc/Investors%20Information/REMUNERATION%20POLICY%20TexRail.pdf)

There was no change in the policy during the FY'21.

The details of the remuneration paid to the Directors during the FY'21 are given below:

i) Non-executive Directors

Name of the Directors	Sitting Fee for the year (in ₹)	Commission for the year (in ₹)	Total (in ₹)	No. of Equity Shares held in the Company
Mr A. C. Chakrabortti	4,85,000	2,00,000	6,85,000	1,800
Mr D. R. Kaarthikeyan	3,85,000	2,00,000	5,85,000	-
Mr Sunil Mitra	3,75,000	2,00,000	5,75,000	-
Ms Mridula Jhunhunwala*	4,60,000	1,93,425	6,53,425	-
Mr Utsav Parekh	2,00,000	2,00,000	4,00,000	-
Mr Virendra Sinha^	65,000	23,562	88,562	-
Ms Rusha Mitra^	65,000	23,562	88,562	-
Mr Akshay Poddar	3,00,000	2,00,000	5,00,000	14,820

*Ceased w.e.f. close of business on 19th March 2021

^Appointed w.e.f. 17th February 2021

ii) Executive Directors

Name of the Directors	Designation	Salary (in ₹)	Perquisites and Allowances** (in ₹)	Retirement Benefits (in ₹)
Mr S. K. Poddar	Executive Chairman	2,51,85,484	22,51,800	As per Company's Rules
Mr Indrajit Mookerjee [§]	Managing Director	39,54,360	19,35,478 [@]	
Mr A. K. Gupta [#]	Deputy Managing Director	22,33,333	29,74,800	
Mr D. H. Kela	Executive Director	77,51,962	17,85,848	
Mr A. K. Vijay	Executive Director	38,47,715	16,31,872	
Mr U. V. Kamath [€]	Executive Director	66,00,000	1,34,31,854	

[§]Re-designated as Managing Director w.e.f. 2nd April 2020

[#]Appointed w.e.f. 17th November 2020.

[€]Appointed w.e.f. 1st August 2020 and resigned w.e.f. 8th September 2020

[@]Includes commission of ₹ 548/- paid to him during his tenure as Independent Director.

^{**}Perquisites and Allowances include House Rent Allowance, LTA, Medical Benefits, Contribution to P.F., Superannuation Fund, Ex-gratia, ESOP, etc.

5. Stakeholders Relationship Committee

The role of the Stakeholders Relationship Committee inter-alia includes overseeing various aspects of interest of stakeholders and redressal of shareholders' / investors' grievances & complaints.

Terms of Reference and Composition

The terms of reference of the Committee cover the matters specified for the Stakeholders Relationship Committee under Section 178 of the Act and the Listing Regulations.

The Stakeholders Relationship Committee comprises 4 (Four) Directors. During the FY'21, the Committee met once. The details of the Meeting of the Stakeholders Relationship Committee and the attendance of the Directors at the Meeting held during the financial year are given below:

Name & Category of the Directors	Meeting Date
	15 th January 2021
Mr Akshay Poddar, Chairperson, Non-executive & Non-independent	√
Mr Sunil Mitra, Independent	√
Mr D. H. Kela, Executive	√
Mr A. K. Vijay, Executive	√

Mr Ravi Varma, Company Secretary is the Compliance Officer of the Company.

The grievances received are dealt by the Registrar &

Share Transfer Agent / Compliance Officer / Stakeholders Relationship Committee of the Company.

All the grievances received from the Shareholders are redressed within the stipulated time. Shareholders are requested to maintain their updated telephone / mobile number and email address with their respective Depository Participants or the Company's Registrar & Share Transfer Agent, as the case may be, to facilitate prompt redressal of their grievances. During the FY'21, 13 (thirteen) complaints were received from the Shareholders, which were resolved within the stipulated time period.

The Company has periodically submitted Investor Grievance Report pursuant to the Listing Regulations to the Stock Exchanges where the shares of the Company are listed.

There was no request for transfer or transmission of Equity Shares of the Company pending at the closure of the financial year.

6. Corporate Social Responsibility Committee

The role of the Corporate Social Responsibility Committee inter-alia includes the overall responsibility for identifying the areas of CSR activities, ascertaining and recommending the amount of CSR expenditure to be incurred on the identified CSR activities, formulating and monitoring the CSR policy from time to time and overseeing implementation of the CSR activities / programs of the Company.

Terms of Reference and Composition

The terms of reference of the Committee cover the matters specified for the Corporate Social Responsibility Committee under Section 135 of the Act.

The Corporate Social Responsibility Committee comprises 3 (three) Directors. During the FY'21, the Committee met once. The details of the Meeting of the CSR Committee and the attendance of the Directors at the Meeting held during the financial year are given below:

Name & Category of the Directors	Meeting Date
	15 th January 2021
Mr D. H. Kela, <i>Chairperson, Executive</i>	√
Mr Sunil Mitra, <i>Independent</i>	√
Mr A. K. Vijay, <i>Executive</i>	√

7. Risk Management Committee

The Company has formed the Risk Management Committee w.e.f. 14th May 2021 to review the risk management plan / process of your Company.

The role of the Risk Management Committee inter-alia includes managing the integrated risk and to assist the Board in developing, implementing & monitoring the risk management plan/ framework and policy of the Company.

Terms of Reference and Composition

The terms of reference of the Committee cover the matters as specified under the Act and under Listing Regulations.

The Risk Management Committee comprises 3 (three) Directors, namely Messrs D. R. Kaarthikeyan (Chairperson, Independent Director), Indrajit Mookerjee (Executive Director) and A. K. Vijay (Executive Director).

8. Independent Directors

During the FY'21, a separate Meeting of the Independent Directors of the Company was held on 18th March 2021. All the Independent Directors except Mr Utsav Parekh, attended the Meeting. The matters discussed at the Independent Directors Meeting, inter-alia, included the evaluation of the performance of Non-independent Directors including the Chairman of the Company. The Performance evaluation criteria for Independent Directors are mentioned in the Report of the Board of Directors.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the

Listing Regulations. In the opinion of the Board and on due assessment, the Independent Directors fulfill the conditions of independence as specified in the Act and the Listing Regulations.

9. Induction & Training of Board Members

To provide insight into the Company's operations and the roles and responsibilities of Independent Director, the Company periodically familiarises its Independent Directors through various presentations, briefings, meetings, etc.

The details of such programmes aimed to provide insights into the Company for familiarisation of Independent Directors with the Company, including their duties in the Company and related matters are available on the website of the Company. The weblink for accessing the above details are: https://www.texmaco.in/webfiles/doc/Investors_Information/FPFID.pdf

10. Whistle Blower Policy

The Company believes in promoting ethical behaviour and accordingly, there is a mechanism for reporting unethical behaviour, actual or suspected fraud or violation against the Company's Code of Conduct. The objective of the policy is to provide adequate safeguard measures against victimization. The Company has a Whistle Blower Policy in place, under which the employees are free to report any such grievances to Mr Ravi Varma, Company Secretary & Compliance Officer of the Company, who has been appointed as the Nodal Officer for this purpose. In appropriate cases, employees may also report to the Chairman of the Audit Committee. No personnel was denied access to the Chairman of the Audit Committee of the Company. The Policy is also placed on the website of the Company. The weblink for accessing such policy is: https://www.texmaco.in/webfiles/doc/Investors_Information/Whistle%20Blower%20Policy.pdf

11. Internal Control System

The Internal Control System of the Company is aimed at proper utilization and safeguarding of the Company's resources and to promote operational efficiency. The Internal Auditors of the Company as a part of their audit process periodically carry out a system & process audit to ensure timely redressal of preventive controls. The findings of the Internal Audit and consequent corrective actions initiated and implemented from time to time are placed before the Audit Committee for its review. The Audit Committee monitors the adequacy of the Internal Control System and the summary of the audit findings.

12. Policy on Material Subsidiary

The Company has a policy to determine its material subsidiary. The policy is also placed on the website of the Company. The weblink for accessing such policy is: https://www.texmaco.in/webfiles/doc/Investors_Information/Annexure%2010.pdf

As on the date of this Report, the Company, does not have any material subsidiary.

13. General Body Meetings

Details of the Annual General Meeting ('AGMs') held in the last three years are given below:

Financial Year	Date and time of the AGM	No. of Special Resolutions approved at the AGM	Venue
2019-20	30 th September 2020 at 2.00 p.m.	6	Held through Video Conferencing/ Other Audio Visual Means. The deemed venue of the Meeting was the Registered Office of the Company at Belgharia, Kolkata- 700 056
2018-19	9 th September 2019 at 2.00 p.m.	7	K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata- 700 056
2017-18	4 th September 2018 at 2.30 p.m.	6	

During the FY'21, an Extra Ordinary General Meeting ('EGM') was held on 25th March 2021 at 11.30 a.m. through Video Conferencing/ Other Audio Visual Means. The deemed venue of the Meeting was the Registered Office of the Company at Belgharia, Kolkata- 700056.

The Company had put the following Resolutions for approval by the shareholders at the EGM:

- Approval to create, offer, issue and allot on a preferential basis, to Zuari Global Limited, Promoter group, up to 2,88,00,000 Equity Shares of face value of ₹ 1/- each.

- Approval to amend the Memorandum of Association of the Company with respect to the Objects Clause (Clause III) and the existing Articles of Association of the Company to align with the provisions of the Act.

- Approval to the appointments of Mr A. K. Gupta as Executive Director and designated as Deputy Managing Director, Mr Virendra Sinha as an Independent Director and Ms Rusha Mitra as an Independent Director.

All the matters were duly approved by the shareholders except for the allotment of shares on preferential basis.

Whether Special Resolutions-

- A. were put through postal ballot last year - No
- B. are proposed to be conducted through postal ballot - No

14. Disclosures

During the FY'21, there are no materially significant related party transactions that may have potential conflict with the interest of the Company at large. Transactions carried out with the related parties are disclosed in Note No.1.41 to the Audited Financial Statements.

There were no strictures or penalties imposed either by the Securities and Exchange Board of India or the Stock Exchanges or any other Statutory Authorities for non-compliance of any matter related to the Capital Market during the last three years except for some delay in appointing Independent Directors during unexpected lockdown situation triggered by COVID-19 pandemic in the FY'21. BSE and NSE have levied fine on the Company against which the Company has made necessary applications for waiver of fine imposed and hopeful to get relief in view of genuine reasons behind it.

The Company does not classify as "Large Corporate" as on 31st March 2021 as per the criteria specified in the SEBI circular no. SEBI/ HO/ DDHS/ CIR/ P/2018/144 dated 26th November 2018.

Management Discussion and Analysis Report forms part of the Annual Report.

Further, the disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 & Related Party Transactions are mentioned in the Report of the Board of Directors.

15. Reconciliation of Share Capital Audit Report

A practicing Chartered Accountant carried out the Quarterly Share Capital Audit to reconcile the total admitted Equity Share Capital with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') and the total issued and listed Equity Share Capital. The audit confirms that the total issued / paid up Equity Share Capital of the Company is in agreement with the total number of Equity Shares in physical form and total number of Equity Shares in dematerialised form held with NSDL and CDSL.

16. Means of Communication

The Financial Results as taken on record and approved by the Board of Directors of the Company are published generally in English and Vernacular newspapers namely The Financial Express and Aajkaal. These results are sent immediately to the Stock Exchanges where the Equity Shares of the Company are listed. These results are also posted on the Company's website www.texmaco.in

The Press releases as issued from time to time are also sent to the Stock Exchanges for wider dissemination and are also posted on the Company's website www.texmaco.in

17. General Shareholder Information

AGM: Date, Time & Venue	Friday 24th September 2021 at 11:00 a.m. (IST) The AGM will be conducted through Video Conferencing/ Other Audio Visual Means. The venue of the Meeting shall be deemed to be the Registered Office of the Company at Belgharia, Kolkata 700056.
Financial Calendar (Tentative)	1 st April 2021 to 31 st March 2022 First Quarter Results – Second week of August 2021 Second Quarter Results – First week of November 2021 Third Quarter Results – First week of February 2022 Results for the year ending 31 st March 2022 - Last week of May 2022
Date of Book Closure	Saturday, 18 th September 2021 to Friday, 24 th September 2021 (both days inclusive)
Dividend Payment Date	Early October 2021
Listing on Stock Exchanges	1. National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 2. BSE Limited, P.J.Towers, Dalal Street, Mumbai – 400 001 The Company has paid listing fees for the period 1 st April 2021 to 31 st March 2022.
CIN of the Company	L29261WB1998PLC087404
Stock Code –	
National Stock Exchange of India Ltd.	TEXRAIL
BSE Limited	533326
Demat ISIN No. for NSDL / CDSL	INE621L01012

Credit Ratings obtained by the Company

The Company has obtained Credit Rating from CARE Rating Limited and India Ratings & Research respectively with respect to the additional bank facilities which are as follows:

Sl. No.	Instrument Type	Rating/Outlook	Credit Rating Agency
1	Long Term Bank Facilities	CARE A-; Stable (Single A Minus; Outlook: Stable)	CARE Rating Limited
2	Short Term Bank Facilities	CARE A2 (A Two)	CARE Rating Limited
3	Long Term/ Short Term Bank Facilities	CARE A-; Stable / CARE A2 (Single A Minus; Outlook: Stable / A Two)	CARE Rating Limited
4	Fund Based Limits	IND A-/ RWN/IND A2+/RWN	India Ratings & Research
5	Term Loan	IND A-/RWN	India Ratings & Research
6	Non- Fund Based Limits	IND A-/RWN/IND A2+/RWN	India Ratings & Research

High / Low market prices of the Company's Equity Shares of ₹1/- each traded on National Stock Exchange of India Ltd. and BSE Limited during the period April 2020 to March 2021 are furnished below:

Period	National Stock Exchange of India Ltd.		BSE Limited	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April 2020	29.20	18.05	29.15	18.25
May 2020	25.45	20.40	25.15	20.20
June 2020	28.50	23.15	29.00	22.60
July 2020	32.00	23.50	31.50	23.65
August 2020	36.40	25.30	36.40	25.40
September 2020	30.45	24.00	30.45	23.90
October 2020	26.35	23.40	26.25	23.45
November 2020	26.40	22.95	26.35	22.65
December 2020	36.05	25.40	36.00	25.10
January 2021	38.75	29.90	38.70	30.00
February 2021	32.00	28.15	32.00	28.05
March 2021	34.60	26.60	34.30	26.65

Registrar & Share Transfer Agent (RTA)	M/s. KFin Technologies Private Limited Selenium Tower B, Plot No.31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500032	Toll Free No.: 1800 3094 001 E-mail: einward.ris@kfintech.com Website: https://www.kfintech.com/
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Share Transfer System

In terms of the SEBI Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018 and subsequent clarification issued related thereto, the transfer of Equity Shares of the Company is executed in demat form only w.e.f. 1st April 2019. Accordingly, requests for transfer of Equity Shares held in demat form may be lodged with the relevant Depository Participants.

Distribution of Shareholding as on 31st March 2021

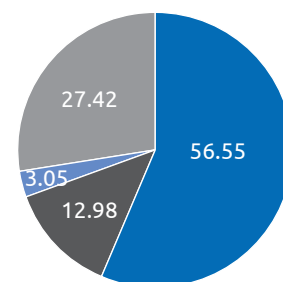
No. of Equity Shares	No. of Folios	%	No. of Equity Shares	%
Upto 5000	85080	98.09	32641050	13.04
5001 to 10000	892	1.03	6625105	2.65
10001 to 20000	398	0.46	5763614	2.30
20001 to 30000	127	0.15	3114950	1.24
30001 to 40000	56	0.06	1953281	0.78
40001 to 50000	50	0.06	2314045	0.92
50001 to 100000	63	0.07	4442151	1.78
100001 and above	72	0.08	193489056	77.29
Grand Total	86738	100.00	250343252	100.00

Shareholding pattern as on 31st March 2021

Category	No. of Equity Shares	%
Promoters	141560880	56.55
Banks, Insurance Cos., and FIs	119055	0.05
Mutual Funds	21484546	8.58
NRI / OCB/FIIs	10908080	4.35
Bodies Corporate	7623032	3.05
Indian Public	66338784	26.50
Others	2308875	0.92
Total	250343252	100.00

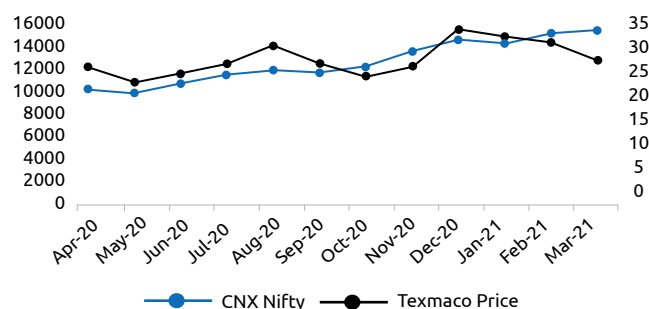
During the year, the Company has allotted 93,54,839 and 1,61,29,031 Equity Shares to Adventz Finance Private Limited and Mr Saroj Kumar Poddar (as an Individual) respectively on preferential basis in terms of the shareholders' approval at the Annual General Meeting held on 30th September 2020. Consequent to the allotment, the paid up equity share capital of the Company has increased from 22,48,59,382 Equity Shares of ₹ 1/- each to 25,03,43,252 Equity Shares of ₹ 1/- each.

The aforesaid allotment was made at ₹ 31 per equity share including a premium of ₹ 30 per equity share against the conversion of loan availed from Adventz Finance Private Limited and Mr Saroj Kumar Poddar.



■ Promoters ■ MFs, FIs, NRI ■ Bodies Corporate ■ Others

Texmaco Share Price vis a vis Nifty



Dematerialisation of Equity Shares as on 31st March 2021 and Liquidity

The Company's Equity Shares are compulsorily traded in dematerialised form and are available for trading on both the Depositories in India – NSDL and CDSL 24,95,06,187 Equity Shares of the Company representing 99.67% of the

Company's Equity Share Capital are in the dematerialised form on NSDL and CDSL as on 31st March 2021.

Statutory Auditors

During the FY'21, the Company and its subsidiaries had paid ₹ 27.53 Lakhs on consolidated basis to Messrs L. B. Jha & Co., the Statutory Auditors.

Code of Conduct and Ethics and Insider Trading

The Company has in place a Code of Conduct and Ethics ('Code') for the Board and Senior Management Personnel of the Company. The essence of the code is to conduct the business of the Company in an honest, fair and ethical manner, in compliance with the applicable laws and in a way that excludes considerations for personal advantage.

All Directors and Senior Management Personnel have affirmed compliance with the Code and a declaration to this effect, signed by the Managing Director, is attached to this report.

The Company has also in place the Code in accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, prohibiting Insider Trading in the Equity Shares of the Company.

Location of the Plants

The Company's Plants are located at Belgharia, Agarpara, Panihati and Sodepur in Dist. 24-Parganas (North), West Bengal and at Urla, Dist. Raipur, Chhattisgarh.

Address for Correspondence	<p>Shareholders may contact</p> <p>Mr Ravi Varma, G. M. (Corp. Affairs), Company Secretary & Compliance Officer at the Registered Office of the Company for any assistance.</p> <p>Telephone No : (033) 2569-1500</p> <p>E-mail : ravi.varma@texmaco.in</p> <p>Shareholders holding Equity Shares in Electronic mode should address all their correspondence concerning their respective Depository Participants directly with them.</p>
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Investor Education and Protection Fund (IEPF)

Information under Sections 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as specified thereunder in respect of Unclaimed Dividend, when due for transfer to the said Fund, is given below:

Financial year ended	Date of declaration of Dividend	Last date for claiming Unpaid Dividend
31.03.2020	30.09.2020	04.11.2027
31.03.2019	09.09.2019	14.10.2026
31.03.2018	04.09.2018	10.10.2025
31.03.2017	16.09.2017	21.10.2024
31.03.2016	26.09.2016	02.11.2023
31.03.2015	28.09.2015	02.11.2022
31.03.2014	04.09.2014	09.10.2021

Further, the IEPF Rules mandate the transfer of Equity Shares of Shareholders whose dividends remain unpaid / unclaimed for a continuous period of 7 (seven) years to the Demat Account of IEPF Authority. Communications are being sent to the concerned Shareholders advising them to write to RTA or to

the Company to claim the dividend. Shareholders may note that the Equity Shares as well as Unclaimed Dividends transferred to IEPF Authority can be claimed back as per the procedure prescribed under the IEPF Rules, which is also available on the website of the Company www.texmaco.in.

Annual Secretarial Compliance Report:

Messrs S. R. & Associates, Practicing Company Secretaries and the Secretarial Auditor of the Company has submitted the Annual Secretarial Compliance Report for the year ended 31st March 2021 to the Company, in terms of the SEBI circular no. CIR/CFD/CMD1/27/2019 dated 8th February, 2019.

18. Adoption of mandatory and non-mandatory requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has complied with the applicable mandatory requirements specified in Regulations 17 to 27 and clauses(b) to (i) of sub - regulation (2) of Regulation 46 under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has adopted the following non-mandatory requirements:

(i) The Board:

The Company is headed by the Executive Chairman.

(ii) Shareholder Rights:

The official news release and other related information, if any, are displayed on the website of the Company. These are not sent individually to the Shareholders.

(iii) Modified / Unmodified opinion(s) in audit report :

The Statutory Auditors have given their Report with unmodified opinion on the Company's Financial Statements for the year ended 31st March 2021.

(iv) Reporting of Internal Auditor:

The Internal Auditor may report directly to the Audit Committee as and when required.

19. Certificate from Practicing Company Secretary

A Certificate from Messrs B. K. Barik & Associates, Practicing Company Secretaries, has been obtained confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such Statutory Authorities.

The aforementioned certificate is attached to this Report.

20. MD/EDs and CFO certification

The Managing Director, Executive Directors and the CFO of the Company have given a certificate to the Board confirming the correctness of the Financial Statements and adequacy of the internal control measures in terms of the Listing Regulations which is attached to this Report.

21. Retirement of Director by rotation and re-appointment

Mr D. H. Kela and Mr A. K. Vijay, Executive Directors of the Company are due for retirement by rotation and are eligible for re-appointment at the ensuing AGM. Further, the existing term of Mr Kela will expire w.e.f. 24th September 2021. The Board has recommended the re-appointments of Mr Kela and Mr Vijay as Executive Directors of the Company subject to the approval of the shareholders of the Company.

Brief particulars regarding Mr Kela and Mr Vijay are given in the Notice calling AGM of the Company.

Declaration by the Managing Director

To the Members

Texmaco Rail & Engineering Limited

In compliance with the requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the Corporate Governance, we confirm that, on the basis of confirmations / declarations received, all the Directors and Senior Management Personnel of the Company have complied with the Code of Conduct and Ethics as adopted by the Board of Directors of the Company.

For Texmaco Rail & Engineering Limited

Indrajit Mookerjee
Managing Director

Place: Kolkata

Dated: 14th May 2021

Certificate of Non-Disqualification of Directors

[pursuant to Regulation 34(3) and Schedule V Para C sub-clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members
Texmaco Rail & Engineering Limited
Belgharia, Kolkata-700056

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s **Texmaco Rail & Engineering Limited** having CIN : L29261WB1998PLC087404 and having registered office at Belgharia Kolkata-700056 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications [including Directors Identification Number (DIN) status at the portal www.mca.gov.in] as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31st March 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sl. No.	Name of Director	DIN	Date of appointment in the Company
1.	Saroj Kumar Poddar	00008654	25-09-2010
2.	A. C. Chakrabortti	00015622	25-09-2010
3.	D.R. Kaarthikeyan	00327907	02-09-2011
4.	Sunil Mitra	00113473	05-11-2012
5.	Mridula Jhunhunwala*	05339373	20-03-2015
6.	Rusha Mitra^	08402204	17-02-2021
7.	Utsav Parekh	00027642	04-09-2018
8.	Virendra Sinha^	03113274	17-02-2021
9.	Indrajit Mookerjee [§]	01419627	09-09-2019
10.	A.K. Gupta#	07808012	17-11-2020
11.	Akshay Poddar	00008686	02-09-2011
12.	D. H. Kela	01050842	01-01-2010
13.	A. K.Vijay	01103278	01-01-2015

*Ceased w.e.f. the close of business on 19th March 2021

^Appointed w.e.f. 17th February 2021

§ Re-designated as Managing Director w.e.f. 2nd April 2020

#Appointed w.e.f. 17th November 2020

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For B. K. Barik & Associates
Company Secretaries

B.K. Barik
Practising Company Secretary
FCS: 5696, C.P. No. 3897
UDIN: F005696C000331483

Place: Kolkata
Dated: 14th May 2021

MD/EDs and CFO Certification

We certify that:

- a. we have reviewed Financial Statements and Cash Flow Statement for the year ended 31st March 2021 and that to the best of our knowledge and belief:
 - (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- b. there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct;
- c. we accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. During the year, we have not come across any reportable instances relating to deficiencies in design or operation of such internal controls;
- d. we have indicated to the Auditors and the Audit Committee:
 - (1) that there are no significant changes in internal control over financial reporting during the year;
 - (2) that there are no significant changes in accounting policies during the year; and
 - (3) that there are no instances of significant fraud of which we have become aware.

For Texmaco Rail & Engineering Limited

Place: Kolkata
Dated: 14th May 2021

Indrajit Mookerjee
Managing Director

A. K. Gupta
Dy. Managing Director

D. H. Kela
Executive Director

A. K. Vijay
CFO

Auditor's Certificate on Corporate Governance

To the Members

Texmaco Rail & Engineering Limited

1. We, L B Jha & Co., Chartered Accountants, the Statutory Auditors of Texmaco Rail & Engineering Limited ('the Company'), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March 2021, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Management's Responsibility:-

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility:-

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the Books of Accounts and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion:-

7. In our opinion, and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
8. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **L.B. Jha & Co.,**
Chartered Accountants
(Registration number: 301088E)

(D. N. Roy)

Partner
(Membership number: 300389)
UDIN: 21300389AAAAER6242

Place: Kolkata

Date: 14th May 2021

ANNEXURE - G

Business Responsibility Report

SECTION A – GENERAL INFORMATION ABOUT THE COMPANY

1.	Corporate Identity Number (CIN) of the Company	L29261WB1998PLC087404
2.	Name of the Company	Texmaco Rail & Engineering Limited
3.	Registered Address	Belgharia, Kolkata - 700 056
4.	Website	www.texmaco.in
5.	E-mail ID	texrail_cs@texmaco.in
6.	Financial Year reported	2020-21
7.	Sector(s) that the Company is engaged in (industrial activity code-wise)	Rolling Stock, Hydro – Mechanical Equipment, Bridges and Other Steel Structures: NIC Code-302 Rail EPC: NIC Code-439 Steel Castings: NIC Code-243
8.	List three key products / services that the Company manufactures / provides (as in balance sheet)	Rolling Stock Rail EPC Steel Castings
9.	Total number of locations where business activity is undertaken by the Company	
	i. Number of International Locations	One i.e. at Johannesburg, South Africa
	ii. Number of National Locations	Registered & Corporate Office: Belgharia, Kolkata – 700 056 Regional Offices: i. Delhi ii. Mumbai iii. Jaipur iv. Bengaluru Plant Locations: Kolkata, W.B.: i. Belgharia ii. Agarpara iii. Sodepur iv. Panihati Raipur, Chhattisgarh.: Urla
10.	Markets served by the Company	National / International

SECTION B – FINANCIAL DETAILS OF THE COMPANY

1.	Paid up Capital (₹)	25,03,43,252
2.	Total Turnover (₹)	1,68,873.80 lakhs
3.	Total Profit after Taxes (₹)	1,186.63 lakhs
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	The Company during the year has incurred in excess of the prescribed threshold under the provision of the Companies Act, 2013 towards CSR.

5. List of activities in which expenditure in point no. 4 above has been incurred:

- i) Health
- ii) Education

SECTION C – OTHER DETAILS

1.	Does the Company have any Subsidiary Company/ Companies?	Yes. The Company has following subsidiaries, namely: i. Belur Engineering Private Limited ii. Texmaco Transtrak Private Limited iii. Texrail SA (Pty) Limited [#] iv. Texmaco Rail Systems Private Limited v. Texmaco Rail Electrification Limited vi. Texmaco Engineering Udyog Private Limited*
2.	Do the Subsidiary Company / Companies participate in the Business Responsibility (BR) initiatives of the Parent Company? If yes, then indicate the number of such subsidiary company(ies)?	The Subsidiaries are encouraged to participate in the BR initiatives of the Company by adhering to the BR initiatives of the Company.
3.	Do any other entity / entities (e.g. suppliers, distributors, etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity / entities? [Less than 30%, 30-60%, More than 60%]	No

[#] Being deregistered on cessation of operations.

*Incorporated as a wholly-owned subsidiary w.e.f. 24th November 2020

SECTION D – BUSINESS RESPONSIBILITY ('BR') INFORMATION

Details of Directors Responsible for BR

The Executive Directors are empowered to look after the BR initiatives of the Company. In this respect, the Committee of the Executive Directors is responsible for the implementation and review of the BR Policy / Initiatives of the Company as required from time to time.

The details of the Committee members as on 31st March 2021 are as follows:

Name	Designation	DIN
Mr Indrajit Mookerjee	Managing Director	01419627
Mr D. H. Kela	Executive Director	01050842
Mr A. K. Vijay	Executive Director	01103278

Governance related to BR

The Business Responsibility performance of the Company is assessed periodically by the Management.

Your Directors have pleasure in presenting the 5th Business Responsibility Report of the Company, which forms a part of the Annual Report. This report is also available on the website of the Company i.e. www.texmaco.in

Principle 1: Ethics, Transparency and Accountability [P1]

Businesses should conduct and govern themselves with Ethics, Transparency and Accountability:

Your Company believes that it is imperative to manage the business affairs in a fair and transparent manner with a firm commitment towards our values. This philosophy of your Company is based on the transparent governance and disclosure practices and adherence to the moral and professional conduct. Your Company believes that the market image and conduct with the stakeholders are vital in adding value to the organisation.

Your Company has a well-defined policy on ethics, bribery and anti-corruption which covers all individuals / associates working with it at all levels and grades, and the same extends to its subsidiaries for their adherence. The Policy on Code of Conduct and Ethics formulated by the Company applies to all its employees including the Directors, Key Managerial Personnel, Senior Executives, Officers and third parties including consultants, contractors, etc.

Your Company has in place a Whistle Blower Policy which allows the reporting of suspected fraud/act, etc. to the Nodal officer / Chairperson of the Audit Committee of the Company.

Your Company has a well defined mechanism for receiving, dealing and expeditious redressal of the complaints received from Stakeholders like Customers, Employees, Suppliers, etc.

As enumerated in the Corporate Governance Report, a total of 13 (thirteen) investor complaints were received during FY'21 and all of which were resolved within the prescribed time period. No Investor complaint was pending as on 31st March 2021.

Principle 2: Products Lifecycle Sustainability [P2]

Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle:

Your Company ensures to design its products in a manner which caters to social responsibility of creating safe and environment friendly products. Creating sustainable products is a part of the Company's endeavour towards responsible product stewardship. It is the Company's diligent exertion to design or manufacture products taking cognizance of the environmental risks and concerns. Your Company has all the quality and inspection systems in place to ensure that all goods and services provided by the Company are safe and sustainable throughout their life cycle.

The Company's motto is to establish an abiding relationship with its external stakeholders including the customers, vendors, etc. and work towards building an inclusive growth environment. The Company places high premium on techno - commercial aspects and the Company's procedures with regard to finalising vendors emphasises on safe working practices, technical certifications, prevention of child labour and general housekeeping, etc. The selection procedure of the Company's transport vendors (Trucks and Containers) involves scrutiny at various levels like age of vehicle / container fleet, well laid out systems of mandatory inspections, and safe driving procedures.

Raw materials, components, stores and packing materials are generally procured from vendors close to the manufacturing units, wherever feasible. The Company has a zero tolerance policy on safety compromise. In addition, with an endeavour to boost the "Make In India" initiative, your Company ensures that most of the raw materials are sourced from within India / locally which again helps the growth of local vendors and society, and further contributes to the country's GDP. Local sourcing reduces costs, and provides local employment benefits. Many of the site activities of your Company are at remote and distant locations and the Company encourages the practice of procurement of goods and services from local producers and surrounding areas, as far as possible.

The Company ensures that majority of the scrap materials generated during the process of manufacturing are recycled. Adequate practices are adopted in order to mitigate the impact of other waste generations and these wastes are disposed off in due compliance with the local rules and regulations.

Principle 3: Employees' Well-being [P3]

Businesses should promote the well-being of all employees:

Your Company is motivated towards creating a healthy work environment powered by work ethics and professionalism. Moreover, major emphasis is laid on maintaining high standards of Safety, Health, Hygiene and Environment.

Your Company continuously strives to enhance the Quality of Life of its employees. To ensure a proper work life balance, the Company has created an extensive social infrastructure in its sprawling Estate, which comprises of an Air-conditioned Auditorium, Swimming Pool, Staff Club, Football Ground, Tennis Court, Eco Park and a Health Hub with Physiotherapy, Gym & Yoga Centre, Butterfly Park on the nature's lap with a soothing water body, and much more. This ensures that apart from work, our employees can participate in recreational activities as well. It has been a constant endeavour of your Company to ensure that the needs of the employees, both social and economic, are fulfilled to the best of their expectations.

Your Company takes a rigid stand against the barbaric practices relating to child labour, forced labour, involuntary labour and discriminatory employment. Your Company has been able to create an environment which promotes the concept of respecting every employee, at all levels and henceforth, your Company has not received any complaint with regard to sexual harassment during the period under review. The Company does not discriminate between the employees based on caste, creed, religion, etc and the merit of the employees is always considered as top priority for their promotion.

A noteworthy initiative of your Company can be marked in the creation of a 'Centre of Excellence' in collaboration with the premier University- BITS, Pilani, to promote academic study and research for industry-centric knowledge and skill up-gradation.

Your Company has implemented effective protocols to suitably handle the ongoing COVID-19 pandemic. Proper measures and actions are being taken to curb the spread of the virus amongst the employees, like regular sanitisation, temperature check at all entry points, incessant wearing of face masks, spreading awareness amongst the employees on how to minimise its spread, etc.

The details with respect to the employees of the Company have been mentioned hereunder:

Total number of employees	2403
Total number of employees hired on temporary / contractual / casual basis	2795
Number of permanent women employees	38
Number of permanent employees with disabilities	2
Percentage of under mentioned employees that were given safety & skill up-gradation training in the last year	Permanent Employees – 5.74%
	Permanent Women Employees- 52.63%
	Casual/ Temporary/ Contractual Employees- 5.36%
	Employees with disabilities- 100%

Principle 4: Stakeholder Engagement [P4]

Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised:

Your Company fulfils its responsibility towards the stakeholders by giving greater emphasis on building long-term relationships with them. The stakeholders are one of the key drivers of business viability and long-term profitability.

The Company's major stakeholders have been mapped and the key categories are as below:

- i. Government and regulatory authority
- ii. Employee
- iii. Customer
- iv. Local community
- v. Investor and Shareholder
- vi. Supplier
- vii. Trade union
- viii. NGO

Your Company acknowledges its duty towards various stakeholders. Your Company has always made special efforts for the people and communities residing in the nearby vicinity of the plant locations to enable them to improve their living. Stakeholders are an important and an integral part of the Company, as they provide practical and financial support to the business. Internal and external stakeholders engagement and partnership is essential to the Company's growth. Your Company believes that deployment of the community in the areas of health, education, skill development, sanitation, livelihood etc., constitute a prominent part of

Corporate Social Responsibility ('CSR') and thus it forms part of the CSR initiatives undertaken by the Company. The Company's CSR policy has its attention towards the disadvantaged, vulnerable and marginalised stakeholders. The ongoing COVID – 19 pandemic has affected the world at large. Your Company being a responsible corporate citizen took various measures for the safety of its employees, workmen and its surroundings. These initiatives include creating awareness with regard to hygiene, social distancing and COVID appropriate behaviour.

Principle 5: Human Rights [P5]

Businesses should respect and promote human rights:

The essence of the Company's governance practices rests upon the key factors viz. environmental management, employee welfare, employee & community relations, standardized working conditions, social equity, gender balance, human rights, good governance, and anti-corruption measures. The Company does organise training programmes and workshops for employees from time to time. The programmes for the new joiners also include brief on the prevention of sexual harassment and the Code of Conduct and Ethics.

All policies of the Company take into account the Human Rights of not only employees but also people likely to be affected by the operations of the Company. The internal policies of your Company on Code of Conduct and ethics and CSR recognizes the key aspects of human rights which lays down the acceptable behaviour of the employees and provides for stringent disciplinary actions in case of violations of these policies. The policies of your Company are in line with national standards and relevant international standards for its operations and business pursuits. There were no complaints reported relating to above during the FY'21.

Principle 6: Environment [P6]

Businesses should respect, protect and make efforts to restore the environment:

Your Company recognizes that environmental conservation is one of the important issues of our community. Hence, the importance of maintaining a high standard of environmental care in conducting our activities is well-observed.

As part of its endeavour of contributing towards sustainable environment development across all operations, your Company focuses on various initiatives like adoption of eco-friendly waste disposal. Your Company is concerned of the global climatic changes and strives to maintain the ecological balance and biodiversity. Your Company undertakes tree plantation drives and attempts to maintain abundant greenery with in its work premises and surroundings. Your Company is committed to "Maintaining the Environmental Management System to ISO 14001 Standard". To achieve our environmental commitments, your Company is involved in conserving resources, minimizing waste and seeking continual improvement of processes to protect the environment.

There were no pending or unresolved show cause/ legal notices from CPCB / SPCB, as at 31st March 2021.

Principle 7: Policy Advocacy [P7]

Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner:

Your Company's collaborations with industrial / commercial associations and academia demonstrates its approach towards addressing sustainability challenges faced by the society.

Your Company aims to create an environment that encourages supportive deliberations made in a responsible way. Your Company has its representation in several business & industrial associations such as Federation of Indian Chambers of Commerce and Industry, Confederation of Indian Industry, Indo-American Chamber of Commerce, International Chamber of Commerce, PHD Chamber of Commerce and Industry, The Owners Forum, etc.

Your Company ensures that these platforms are effectively utilised with an intention of mutual learning and contribution in development of processes and to address key issues which affect the industry. Your Company gives attention to the Customer feedback and the same are collated for its product development, research activities and technological advancements.

Principle 8: Inclusive Growth [P8]

Businesses should support inclusive growth and equitable development:

Human Relations has empowered the employees to work with professionalism bonded with integrity. The endeavour continues towards improving the Quality of Life of the people and motivating them to deliver their best while contributing towards a strong economy.

The process of empowerment of employees includes learning and development, sharing of common goals and vision with the Management and real commitment to achieve the goals. The Company's philosophy focuses on acquisition of skills relating to international qualities of economic, political, and social development.

In order to curb down the negative impacts of diversity of Human Resources Management, your Company has adopted practices and policies enabling its employees to face the challenges of fast paced industrialization and globalization of business.

Principle 9: Customer Value [P9]

Businesses should engage with, and provide value to their customers and consumers in a responsible manner:

Understanding the customer needs is a key step in the Company's endeavour towards developing an efficient product stewardship programme. Your Company ensures that utmost care is taken towards customer safety throughout the life cycle of the product.

The Company displays requisite product information as mandated under the applicable law(s) for the purpose of granting the right to information to its customers. It is ensured that product information provides adequate information relating to safety, operation and maintenance of the products to the customers.

Customer satisfaction is your Company's goal, driving it to ensure its products deliver performance that continually meets customer requirements. To understand customers better, the Company follows several modes of engagement such as customer surveys, direct feedback, visits by managers / plant personnel and production facilities visit organised for customers.

The Company also conducts one-to-one meetings with customers in order to enable efficient communication and redressal of customers' grievances, if any.

There was no case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and /or anti-competitive behaviour during the last five years and hence, there were no such pending cases as at 31st March 2021.

Principle-wise BR Policy / Policies [Reply in Yes (Y) / No (N)]

Respect and integrity for its people, environment and other businesses have always been the major motive of your Company while fulfilling its responsibilities. Your Company believes in maintaining the highest standards of corporate behaviour towards people / entities we work with, the communities we have a connect with, and the environment we thrive on.

Sl No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have policy / policies for...	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy been formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Does the policy conform to any national / international standards? If yes, specify?	The policies are based on the 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business' released by the Ministry of Corporate Affairs.								
4.	Has the policy been approved by the Board? If yes, has it been signed by MD / owner / CEO / appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5.	Does the Company have a specified Committee of the Board / Director / Official to oversee the implementation of the policy?	The Committee of Executive Directors, which is empowered to look after the BR initiatives of the Company, periodically reviews the policies whenever required.								
6.	Indicate the link for the policy to be viewed online	View restricted to employees								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	The policies have been communicated to key internal stakeholders of the Company. The communication is under an on-going process to cover all stakeholders at the utmost possible.								
8.	Does the Company have in-house structure to implement the policy / policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy / policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10.	Has the Company carried out independent audit / evaluation of the working of this policy by an internal or external agency?	The policies are evaluated from time to time and updated whenever required.								

Independent Auditor's Report

To
The Members of
TEXMACO RAIL & ENGINEERING LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of TEXMACO RAIL & ENGINEERING LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows, the Statement of Changes in Equity for the year then ended on that date and notes to the financial statements including a summary of significant accounting policies and other explanatory information in which are incorporated the returns for the year ended on that date audited by the branch auditor of the Kalindee unit (herein after referred to as "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, its profit (including Other Comprehensive Income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

2. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

3. Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report in respect of the units audited by us.

Key Audit Matter	Procedures Performed
Investment in Subsidiaries/ Joint Ventures and Associates <p>The impairment review of unquoted equity instruments and debt, with a carrying value of ₹ 5278.60 lakhs, is considered to be a risk area due to the size of the balances as well as the judgmental nature of key assumptions, which may be subject to management override. The carrying value of such unquoted equity instruments and debt is at risk of recoverability.</p>	<u>Principal Audit Procedures</u> <p>Besides obtaining an understanding of Management's processes and controls with regard to testing the impairment of the unquoted equity instruments in loss making subsidiaries and joint ventures. Our procedures included the following:</p> <ul style="list-style-type: none"> • Understood the management's underlying assumptions and appropriateness of the valuation used; • Compared the Company's assumptions with comparable benchmarks in relation to key inputs such as long-term growth rates and discount rates;

Key Audit Matter	Procedures Performed
<p>Contingent Liabilities</p> <p>The Company operates in a complex tax environment and is required to discharge direct and indirect tax obligations under various legislations such as Income Tax Act, 1961, the Finance Act, 1994, Goods and Services Tax Acts and VAT Acts of various states.</p> <p>The tax authorities under these legislations have raised certain tax demands on the Company in respect of the past periods. The Company has disputed such demands and has appealed against them at appropriate forums. As at March 31, 2021 the Company has an amount of ₹ 17, 829.22 Lakhs involved in various pending tax litigations.</p> <p>Ind AS 37 requires the Company to perform an assessment of the probability of economic outflow on account of such disputed tax matters and determine whether any particular obligation needs to be recorded as a provision in the books of account or to be disclosed as a contingent liability. Considering the significant degree of judgement applied by the management in making such assessments and the resultant impact on the financial statements, we have considered it to be an area of significance for our audit.</p>	<p>Principal Audit Procedures</p> <p>In assessing the exposure of the Company for the tax litigations, we have performed the following procedures:</p> <ul style="list-style-type: none"> • Obtained an understanding of the process laid down by the management for performing their assessment taking into consideration past legal precedents, changes in laws and regulations, expert opinions obtained from external tax / legal experts (as applicable); • Assessed the processes and entity level controls established by the Company to ensure completeness of information with respect to tax litigations; • Along with our tax experts, we undertook the following procedures: • Reading communications with relevant tax authorities including notices, demands, orders, etc., relevant to the ending litigations, as made available to us by the management; • Testing the accuracy of disputed amounts from the underlying communications received from tax authorities and responses filed by the Company; • Considered the submissions made to appellate authorities and expert opinions obtained by the Company from external tax / legal experts (wherever applicable) which form the basis for management's assessment; • Assessed the positions taken by the management in the light of the aforesaid information and based on the examination of the matters by our tax experts. • Read the disclosures included in the financial statements in accordance with Ind AS 37.

No Key Audit Matters have been communicated to us in respect of one unit which is audited by the Branch Auditor

Other Information

4. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis; Board's Report including Annexures to Board Report, Business Responsibility Report, Corporate Governance and Shareholders' Information but does not include the standalone financial statements and our auditor's report thereon. The aforesaid documents are expected to be made available to us after the date of this auditor's report.
5. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
6. In connection with our audit of the standalone financial statements, our responsibility is to read the other information when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.
7. When we read the aforesaid documents, if we conclude that there is a material misstatement therein, we are required to communicate the matters to those charged with governance.

Management's Responsibility for the Standalone Financial Statements

8. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

9. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
10. The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

11. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
12. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtained an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use

of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

13. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
14. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matters or when we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.
16. Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

Other Matters

17. We did not audit the financial statements of one unit included in the standalone Ind AS financial statements of the Company whose financial statements reflect total assets ₹ 95376.37 lakhs as at 31st March, 2021 and total revenues of ₹ 58773.72 lakhs, total loss of ₹ 1914.94 lakhs, total comprehensive loss of ₹ 1750.52 lakhs and cash flows (net) of ₹ 560.22 lakhs for the year ended on that date. The financial statements of this unit has been audited by the branch auditor whose report has been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of this unit, is based solely on the report of such branch auditor.

Our Opinion on the Standalone financial statements and our report on Other Legal and Regulatory Requirements below is not modified in respect of the above matter.

Report on Other Legal and Regulatory Requirements

18. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure-A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
19. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The report on the accounts of the unit of the Company audited under section 143(8) of the Act by branch auditor has been sent to us and has been properly dealt with by us in preparing this report.
 - (d) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income) and the Cash Flow Statement, Statement of Changes in Equity dealt with by this report are in agreement with the books of account and with the returns received from the unit not visited by us.
 - (e) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (f) On the basis of the written representations received from the directors as on 31st March, 2021 taken on

record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;

- (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

According to the information and explanations given to us and the records of the Company examined by us, the managerial remuneration paid or provided to one Executive Director is in excess of the prescribed limits mandated by the provisions of section 197 read with Schedule V of the Act for which the Company is in the process of taking approval from shareholder through a Special Resolution in the ensuing Annual General Meeting.

- (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of

the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 1.37 of the standalone financial statements.
- b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **L. B. Jha & Co.**
Chartered Accountants
Firm Registration No: 301088E

(D.N. Roy)
Partner

Place: Kolkata
Date: 14.05.2021

Membership No. 300389
UDIN:21300389AAAAES5418

ANNEXURE- A: TO THE INDEPENDENT AUDITOR'S REPORT to the Members of TEXMACO RAIL & ENGINEERING LIMITED

[Referred to in paragraph 18 of the Auditors' Report of even date]

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, plant and equipments.
- (b) As explained to us, the company has a system of verifying all its major Property, Plant & Equipments over a period of three years. The Property, Plant and Equipment so scheduled for verification during this year have been physically verified. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of accounts.
- (c) According to the information and explanations given to us and the records of the Company examined by us, the title deeds of the immovable properties of the Company are held in the name of the Company except the immovable properties which were owned by companies demerged/merged with the Company under the scheme of arrangements approved by the appropriate authorities which are still held in the name of the erstwhile companies.
2. The inventory has been physically verified by the management during the year. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of account. In our opinion, the frequency of verification is reasonable.
3. (a) According to the information and explanations given to us and based on the audit procedures conducted by us, the Company has granted unsecured loans to subsidiary companies and its associate, which are parties covered in the register maintained under section 189 of the Companies Act, 2013. The terms and conditions of these loans in our opinion are not prima-facie prejudicial to the interests of the Company.
- (b) There is no stipulation regarding recovery of loans as these loans are repayable on demand.
- (c) The aforesaid loans being repayable on demand, there is no amount overdue for more than ninety days in respect of recovery of principal and interest of the above loans.
4. According to the information and explanations given to us and the records of the Company examined by us, the provisions of section 185 and 186 of the Companies Act, 2013, have been complied with in respect of loans, investments guarantees and securities given by the Company.
5. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the rules framed there under.
6. We have broadly reviewed the books of accounts maintained by the Company pursuant to the order made by the Central Government for the maintenance of cost records under section 148(1) of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, carried out any detailed examination of such records and accounts.
7. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income-tax, duty of customs, goods and services tax, cess and any other statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of Customs, Central Excise, Service Tax, Entry Tax, Income Tax and Value Added Tax, as at 31st March 2021 which have not been deposited on account of a dispute are as follows:

Name of the statute	Nature	Amount (₹ in lakhs)	Period to which the amount relates	Forum where the dispute is pending
Customs Act, 1962	Custom	111.67	01/12/1998 to 30/06/2000	Commissioner CE.
The Central Excise Act, 1944	Excise	1,019.06	1986-87 to 2013-14	Appeal filed before the CESTAT
The Central Excise Act, 1944	Excise	25.69	1986-87 to 2013-14	Commissioner Appeal
The Central Excise Act, 1944	Excise	118.43	1995-96 to 2007-08	Supreme Court
Finance (Service Tax) Act, 1994	Service Tax	5,740.36	2003-04 to 2010-11	Appeal filed before the CESTAT
Entry Tax Act	Entry Tax	41.81	2011-12 to 2016-17	Commissioner Appeal
Income Tax Act, 1961	Income Tax	625.41	AY 2009-10 to 2018-19	Commissioner Appeal
Value Added Tax Act	Vat	204.71	2003-04 to 2005-06	Addl. Commissioner
Value Added Tax Act	Vat	4,578.23	2008-09 to 2011-12	Appellate and Revisional Board.
Value Added Tax Act	Vat	2,236.81	2011-12 to 2015-16	West Bengal Taxation Tribunal.
Central Sales Tax Act	CST	245.02	2003-04 to 2014-15	Addl. Commissioner
Central Sales Tax Act	CST	1,515.00	2006-07 to 2013-14	Appellate and Revisional Board.
Maharashtra Value Added Tax Act 2002	Sales Tax	220.64	2012-13 to 2013-14	Dy. Commissioner of Sales Tax, Mumbai
Odisha VAT ACT 2004	Sales Tax	6.51	2013-14 to 2016-17	Sales Tax, Bhubaneshwar-III Circle
West Bengal Value Added Tax Act, 2003	Sales Tax	75.25	2012-13	Senior Joint Commissioner, Commercial Taxes, Kolkata South Circle
West Bengal Value Added Tax Act, 2003	Sales Tax	15.75	2014-15	Deputy Commissioner, Commercial Taxes, Ballygunge Charge, Kolkata
Income Tax Act, 1961	Income Tax	30.57	AY 2009-10	High Court, Bombay
The West Bengal VAT Act, 2003	Vat	12.63	AY 2012-13	Appellate Authorities, West Bengal
MP VAT Act, 2002	Entry Tax	2.53	AY 2009-10	Appellate Authorities, Bhopal
Value Added Tax Act	Vat	33.03	AY 2009-10 and AY 2015-16	Appellate Authorities, Bhopal
Value Added Tax Act	Vat	3.13	AY 2009-10	Second Appellate Authorities, Bhopal
Value Added Tax Act	Vat	442.74	AY 2016-17 and 2017-18	West Bengal Taxation Tribunal
Central Sales Tax Act	CST	55.68	AY 2016-17 and 2017-18	WB Appellate & Revision Board
Goods and Services Tax Act	GST	0.56	AY 2018-19	Superintendent- Tadipatri
Central Sales Tax Act	Sales Tax	4.07	AY 2011-12	DCCT, Singhbhum, Circle, Jamshedpur
Central Sales Tax Act	Sales Tax	5.80	AY 2015-16	ETO, Gurgaon North.
Tamil Nadu VAT Act, 2006	Sales Tax	175.39	AY 2010-11 to 2012-13	Commercial Tax officer (Enforcement) Group-1, Office of the Asst. Commissioner (CT) (Enforcement) Cuddalore
Goods and Services Tax Act	Service Tax	11.10	Oct 16 to June 17	Deputy Commissioner, East – II, Division CGST, Gurugram
Central Sales Tax Act	Sales Tax	6.55	2017-2018	Commercial Tax Officer, MAREDPALLY Circle, BEGUMPET Division, Hyderabad
Central Sales Tax Act	Sales Tax	1.28	2017-18	Deputy Commissioner Sales Tax
Goods and Services Tax Act	GST	96.10	FY 2017-2020	Excise & Taxation officer Bhiwani
The Chhattisgarh Value Added Tax Act, 2005	VAT	66.96	2015-2016	Assessment Commissioner Raipur
Finance (Service Tax) Act, 1994	Service Tax	7.11	FY 2014-18 (Oct.2014 Onwards to June 17)	Assessment Commissioner Raipur
The Central Excise Act, 1944	Central Excise	17.65		Adjudating authority
Customs Act, 1962	Custom	75.99		Commissioner Appeal
	Total	17,829.22		

8. According to the information and explanation given to us and the records of the Company examined by us, the Company has not defaulted in repayment of dues of any of loans or borrowings to any banks.

The Company has neither taken any loan from financial institutions or Government nor issued any debentures.

9. In our opinion, and according to the information and explanation given to us, on an overall basis, the money raised by Company during the year by way of term loan have been applied for the purpose for which they were obtained.

The Company has not raised any money by way of initial public offer or further public offer (including debt instruments).

10. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

11. According to the information and explanations given to us and the records of the Company examined by us, the managerial remuneration paid or provided to One Executive Director is in excess of the prescribed limits mandated by the provisions of section 197 read with Schedule V of the Act for which the Company is in the process of taking approval from shareholder through a Special Resolution in the ensuing Annual General Meeting.

12. The related statutes are not applicable as the Company is not a Nidhi Company.

13. According to the information and explanations given to us and the records of the Company examined by us, the company has complied with the requirements of sections 177 and 188 of the Act with respect to its transactions with the related parties. Pursuant to the requirement of the applicable Accounting Standard, details of the related party transactions have been disclosed in Note 1.41 of the standalone financial statements for the year under audit.

14. The Company has made preferential allotment of shares during the year under audit. According to the information and explanation given to us and the records of the company examined by us, the company has complied with the requirements of section 42 of the Act in this regard and in our opinion, on an overall basis, the funds thus raised have been applied for the purposes these were raised.

15. According to the information and explanations given to us and the records of the Company examined by us, the Company has not entered into any non-cash transactions, with any director of the Company and the holding company or persons connected with them, involving acquisition of assets by or from them for consideration other than cash.

16. In our opinion, and according to the information and explanations given to us, not being a non-banking financial company, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **L. B. Jha & Co.**
Chartered Accountants
Firm Registration No: 301088E

Place: Kolkata
Date: 14.05.2021

(D.N. Roy)
Partner
Membership No. 300389
UDIN:21300389AAAAES5418

ANNEXURE- B TO THE INDEPENDENT AUDITOR'S REPORT to the Members of TEXMACO RAIL & ENGINEERING LIMITED

[Referred to in paragraph 19 (g) of the Independent Auditor's Report of even date]

Report on the Internal Financial Control under Clause (i) of Sub – sections 3 of Section 143 of the Companies Act, 2013("the Act")

1. We have audited the internal financial controls over financial reporting of Texmaco Rail & Engineering Limited ("the Company") as of 31st March, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Control

2. The Company's management is responsible for establishing and maintaining internal financial control based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the "Guidance Note" and the Standard on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting includes obtaining an understanding of internal financial control over financial reporting, assessing

the risk that a material Weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedure selected depends on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statement, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Control over Financial Reporting

6. A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that
 - 1) Pertain to the maintenance of the records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
 - 2) provide reasonable assurance that the transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditure of the Company are being made only in accordance with authorization of management and directors of company; and
 - 3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.
7. Because of inherent limitation of internal financial control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to errors or fraud may occur and not be detected. Also, projections of any evaluations of the internal financial control over financial reporting to future periods are subject to the risk that the internal financial control

over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respect, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2021, based on the internal control over financial reporting criteria established by the company considering, the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting, issued by ICAI.

Other Matters

9. Our aforesaid reports under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the Internal Financial Controls over financial reporting in so far as it relates to the Kalindee unit is based on the corresponding report of the branch auditor.

For **L. B. Jha & Co.**
Chartered Accountants
Firm Registration No: 301088E

Place: Kolkata
Date: 14.05.2021

(D.N. Roy)
Partner
Membership No. 300389
UDIN:21300389AAAAES5418

Balance Sheet as at 31st March, 2021

(₹ in Lakhs)

Particulars	Note No.	As at 31.03. 2021	As at 31 .03. 2020
I ASSETS			
(1) Non-Current Assets			
(a) Property, Plant & Equipment	1.01	34,743.02	37,634.02
(b) Right-of-Use Assets	1.02a	44.01	44.69
(c) Capital work-in-progress	1.02b	396.44	360.46
(d) Investment Property	1.02c	2,983.74	3,073.55
(e) Other Intangible Assets	1.03	57.57	104.14
(f) Financial Assets			
(i) Investments	1.04	9,213.96	6,620.53
(ii) Loans	1.05	568.11	724.78
(iii) Bank Balance	1.06	1,025.16	1,109.34
(iv) Others	1.07	178.53	103.60
(g) Deferred Tax Assets (Net)	1.08	8,217.66	8,212.30
(h) Other Non current Assets	1.09	503.26	762.55
		57,931.46	58,749.96
(2) Current Assets			
(a) Inventories	1.10	30,928.30	53,704.99
(b) Financial Assets			
(i) Investments	1.11	3,546.91	3,335.86
(ii) Trade Receivables	1.12	61,135.21	64,453.84
(iii) Cash & cash equivalents	1.13	2,239.28	1,658.41
(iv) Bank balances other than (iii) above	1.14	8,270.02	6,684.65
(v) Loans	1.15	5,050.09	4,856.50
(c) Current Tax Assets (Net)	1.16	3,136.17	2,121.78
(d) Other Current Assets	1.17	91,920.48	93,089.97
		206,226.46	229,906.00
TOTAL ASSETS		264,157.92	288,655.96
II EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share capital	1.18	2,503.43	2,248.59
(b) Other Equity	1.19	111,462.89	100,542.38
(2) Non-Current Liabilities:			
(a) Financial Liabilities			
(i) Borrowings	1.20	3,575.21	5,269.99
(b) Provisions	1.21	936.66	816.08
(c) Other non current liabilities	1.22	11,946.21	17,814.34
		16,458.08	23,900.41
(3) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	1.23	72,690.04	69,710.54
(ii) Trade Payables	1.24		
(A) total outstanding dues of micro enterprises and small enterprises		-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		42,996.55	55,412.12
(iii) Other financial liabilities	1.25	6,027.03	5,502.82
(b) Other current liabilities	1.26	8,846.33	14,617.47
(c) Provisions	1.27	3,173.57	16,721.63
		133,733.52	161,964.58
TOTAL EQUITY AND LIABILITIES		264,157.92	288,655.96
Summary of significant accounting Policies & Notes	B		

Notes referred to above form an integral part of the Financial Statements
In terms of our Report of even date attached herewith.

For **L. B. Jha & Co.**

Chartered Accountants

Firm Registration No: 301088E

D.N. Roy

Partner

Membership No.300389

Place: B2/1, Gillander House

8, Netaji Subhas Road

Kolkata-700 001

Dated: 14th May, 2021

Ravi Varma
Company Secretary

Directors

S. K. Poddar

A. C. Chakrabortti

Indrajit Mookerjee

A. K. Gupta

D. H. Kela

A. K. Vijay

Statement of Profit and Loss for the year ended 31st March, 2021

(₹ in Lakhs)

Particulars	Note No.	Year Ended 31.03. 2021	Year Ended 31 .03. 2020
I Revenue from Operations	1.28	168,873.80	183,179.98
II Other Income	1.29	3,177.53	2,725.68
III Total Income (I +II)		172,051.33	185,905.66
IV EXPENSES			
Cost of materials consumed	1.30	101,320.04	130,551.17
Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	1.31	16,844.13	(8,499.68)
Employee benefit expenses	1.32	11,613.50	12,776.56
Finance costs	1.33	10,296.93	9,689.15
Depreciation and amortization expenses	1.34	3,725.67	3,590.85
Other expenses	1.35	27,091.59	32,676.75
Total expenses		170,891.86	180,784.80
V Profit/ (loss) before tax		1,159.47	5,120.86
VI Exceptional items		-	14,991.97
VII Profit/(loss) before tax		1,159.47	(9,871.11)
VIII Tax expense			
1) Current Tax		-	747.00
2) MAT Credit Entitlement		-	(258.00)
3) Deferred Tax		(5.36)	(3,665.30)
4) Income Tax Paid Related to Earlier Years		(21.80)	(110.78)
		(27.16)	(3,287.08)
IX Profit/(loss) for the period		1,186.63	(6,584.03)
X Other comprehensive income	1.36		
A (i) Items that will not be reclassified to profit or loss		2,146.79	(1,173.49)
B (i) Items that will be reclassified to profit or loss		166.76	(212.38)
		2,313.55	(1,385.87)
XI Total Comprehensive Income for the period		3,500.18	(7,969.90)
XII Earnings per equity share (for continuing operations)	1.42		
1) Basic		0.52	(2.93)
2) Diluted		0.52	(2.93)
Summary of significant accounting Policies & Notes	B		

Notes referred to above form an integral part of the Financial Statements
In terms of our Report of even date attached herewith.

For **L. B. Jha & Co.**

Chartered Accountants

Firm Registration No: 301088E

D.N. Roy

Partner

Membership No.300389

Place: B2/1, Gillander House

8, Netaji Subhas Road

Kolkata-700 001

Dated: 14th May, 2021

Ravi Varma

Company Secretary

Directors

S. K. Poddar

A. C. Chakrabortti

Indrajit Mookerjee

A. K. Gupta

D. H. Kela

A. K. Vijay

Statement of Cash Flow for year ended 31st March, 2021

(₹ in Lakhs)

Particulars	Year Ended 31.03.2021	Year Ended 31.03.2020
A) Cash Flows From Operating Activities:		
Net Profit before Taxation & Exceptional Items	1159.47	5120.86
Adjustments for:		
Depreciation	3725.67	3590.85
Interest Paid	10296.93	9689.15
Bad Debt Written off	51.18	98.44
Provision and Excess Liabilities Written Back/Off	0.94	(18.09)
Interest Received	(1,084.09)	(1,270.72)
Income From Investments	(32.10)	(60.89)
Profit on Sale Of Investments-Current(Net)	-	(5.29)
Gain on Fair Value of bonds/Mutual	(211.05)	(281.34)
Loss/(Profit) on Sale Of Property, Plant and Equipment(Net)	7.57	(78.75)
	12755.05	11663.36
	13914.52	16784.22
Operating Profit before Working Capital Changes & Exceptional Items		
(Increase)/Decrease in Trade & Other Receivables	4,822.97	(240.43)
(Increase)/Decrease in Inventories	22,776.69	(8699.06)
Increase/(Decrease) in Trade Payables & Other Liabilities	(36,498.62)	12983.12
	(8898.96)	4043.63
Cash Generated from Operations	5015.56	20827.85
Direct Taxes Paid	(992.60)	(1,662.49)
Cash Flow before Exceptional Items	4022.96	19165.36
Exceptional Items	-	(14,991.97)
Net Cash from Operating Activities	4022.96	4173.39
B) Cash Flows From Investing Activities		
Sale/(Purchase) of Property, Plant & Equipments	(1,208.29)	(7684.26)
(Purchase)/Sale of Investments (Net)	(469.83)	3452.22
Consideration Paid for Acquisition	-	(2,324.62)
Bank Deposits(Includes having original maturity more than three months)	(1,501.19)	(3585.58)
Interest Received	638.26	743.64
Dividend Received	32.10	60.89
Net Cash used in Investing Activities	(2508.95)	(9337.71)
C) Cash Flows From Financing Activities		
Receipt/(Payment) of Long Term Borrowings	(1,694.78)	255.89
Receipt/(Payment) of Short Term Borrowings	2,979.51	16108.39
Increase in Share Capital	254.84	0.25
Increase in Securities Premium	7,645.15	9.84
Interest Paid	(10,048.04)	(9444.95)
Dividend Paid	(236.58)	(785.38)
Dividend Tax Paid	-	(162.85)
Net Cash used in Financing Activities	(1099.90)	5981.19
D Changes in Foreign Currency Translation arising from Foreign Operations		
Net Decrease in Cash and Cash Equivalents	166.76	(212.38)
Cash and Cash Equivalents at the beginning of the period	580.87	604.49
Cash and Cash Equivalents at the end of the period	1658.41	1,053.92
Note:	2239.28	1658.41
(1) Details of Cash and Cash Equivalents as on		
Balances with banks		
Current Accounts	2,112.48	1,591.88
Cheques on hand	51.04	-
Cash on hand	75.76	66.53
	2,239.28	1,658.41

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind AS 7 (Statement of Cash Flow)

Notes referred to above form an integral part of the Financial Statements

In terms of our Report of even date attached herewith.

For **L. B. Jha & Co.**

Chartered Accountants

Firm Registration No: 301088E

D.N. Roy

Partner

Membership No.300389

Place: B2/1, Gillander House

8, Netaji Subhas Road

Kolkata-700 001

Dated: 14th May, 2021

Ravi Varma
Company Secretary

Directors

S. K. Poddar

A. C. Chakrabortti

Indrajit Mookerjee

A. K. Gupta

D. H. Kela

A. K. Vijay

Statement of Changes in Equity for Year Ended 31st March, 2021

a. Equity share capital

₹ In Lakhs

Particulars	Issued, Subscribed Paid up Capital	Share Capital Suspense	Total
Balance as at 01.04.2019	2,200.50	47.85	2,248.35
Add: Change in Equity Share Capital during the year	48.09	(47.85)	0.24
Balance as at 31.03.2020	2,248.59	-	2,248.59
Add: Change in Equity Share Capital during the year	254.84	-	254.84
Balance as at 31.03.2021	2,503.43	-	2,503.43

b. Other equity

₹ In Lakhs

Particulars	Reserves and Surplus					Other Comprehensive Income		Total
	Capital reserve	Securities premium account	General Reserve	Share Option Outstanding Account	Retained earnings	Equity instruments/ retained benefits/ income in Associates and Joint Ventures through other comprehensive income	Exchange differences on translating the financial statements of a foreign operation	
Balance as at 1st April, 2019	3,951.22	39,924.86	47,220.92	1,184.38	17,633.65	1,706.32	155.56	111,776.91
Income for the year	-	-	-	-	(6,584.03)	-	-	(6,584.03)
Other Comprehensive Income for the year	-	-	-	-	-	(1,191.09)	(212.38)	(1,403.47)
Adjustment of Goodwill in Business Combination	(2,324.62)	-	-	-	-	-	-	(2,324.62)
Dividend and Tax on Dividend	-	-	-	-	(949.85)	-	-	(949.85)
Remeasurement of the net defined benefit plan	-	-	-	-	-	17.60	-	17.60
Transfer to/from retained earnings	-	-	-	-	17.60	(17.60)	-	-
Transfer to General Reserve	-	-	-	-	-	-	-	-
Any other change (ESOP allotment)	-	9.84	-	-	-	-	-	9.84
Adjustment for share purchase agreement	-	-	-	-	-	-	-	-
Balance as at 31st March, 2020	1,626.60	39,934.70	47,220.92	1,184.38	10,117.37	515.23	(56.82)	100,542.38
Income for the year	-	-	-	-	1,186.63	-	-	1,186.63
Other Comprehensive Income for the year	-	-	-	-	-	2,123.60	166.76	2,290.36
Issue of Equity Shares by conversion of loan (promotor's contribution)	-	7,645.16	-	-	-	-	-	7,645.16
Dividend on Equity Shares	-	-	-	-	(224.83)	-	-	(224.83)
Remeasurement of the net defined benefit plan	-	-	-	-	-	23.19	-	23.19
Transfer to/from retained earnings	-	-	-	-	23.19	(23.19)	-	-
Transfer to / from General Reserve	-	-	200.00	-	(200.00)	-	-	-
Balance as at 31st March, 2021	1,626.60	47,579.86	47,420.92	1,184.38	10,902.36	2,638.83	109.94	111,462.89

In terms of our Report of even date attached herewith.

For **L. B. Jha & Co.**

Chartered Accountants

Firm Registration No: 301088E

D.N. Roy

Partner

Membership No.300389

Place: B2/1, Gillander House

8, Netaji Subhas Road

Kolkata-700 001

Dated: 14th May, 2021

Ravi Varma

Company Secretary

Directors**S. K. Poddar****A. C. Chakrabortti****Indrajit Mookerjee****A. K. Gupta****D. H. Kela****A. K. Vijay**

Notes on Financial Statement

A. CORPORATE INFORMATION

Texmaco Rail & Engineering Limited, ("the Company") incorporated on 25th June 1998 has its Registered Office at Belgharia, Kolkata 700056. The Company is listed on the National Stock Exchange of India Limited, Bombay Stock Exchange Limited.

The Company manufactures a diverse range of products viz. Railway Freight Cars, Hydro-mechanical Equipment & Industrial Structural's, Loco Components and Loco Shells, Steel Girders for Railway Bridges, Steel Castings, and Pressure Vessels, etc. along with EPC contracts for Execution of Railway Track, Signaling & Telecommunication Projects, Rail Electrification & Automatic Fare Collection etc. on turnkey basis.

B. SIGNIFICANT ACCOUNTING POLICIES

(i) Statement of Compliance

These financial statements have been prepared in accordance with Ind AS prescribed under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules as amended from time to time.

(ii) Basis of Accounting

These financial statements have been prepared on the historical cost basis, except for certain financial instruments and defined benefits plans which are measured at fair values at the end of each reporting period. Historical cost is generally based on the value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Functional currency of the Company in Indian Rupees. These Financial Information are presented in Indian Rupees. All amounts have been rounded off to the nearest Lakhs and rounded off to two decimals except for Earnings Per Share and where mentioned otherwise.

All the assets and liabilities have been classified as current and non-current as per the company's normal operating cycle and criteria set out in schedule III (Division II) of the Companies Act 2013.

The Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

(iii) Use of Estimates

The preparation of the Financial Statements in conformity with IND AS requires the management to make estimates,

judgments and assumptions. These estimates, judgment and assumptions affect the application of accounting policies and the reported amount of Assets and Liabilities and disclosure of contingent Liabilities on the date of the Financial Statements and reported amounts of revenues and expenses for the year.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities and fair value measurement of financial instruments have been discussed below. Key source of estimation of uncertainty in respect of revenue recognition and employee benefits have been discussed in their respective policies.

Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each year. The policy has been explained under note B (xxii)

(iv) Property, plant and equipment

Property, plant and equipment are carried at the cost of acquisition or construction less accumulated depreciation. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management.

Depreciation has been provided on straight line method in accordance with the life of the respective assets as prescribed in Schedule II of the Companies Act, 2013 except certain assets for which useful life of assets has been ascertained based on report of technical experts. All assets costing ₹ 5,000 or below are fully depreciated in the year of addition.

The Company, based on technical assessment made by technical expert and management estimate, depreciates Building and Plant & Equipment over estimated useful

Notes on Financial Statement

lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The Management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. The estimated useful lives and residual value are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis. The estimated useful lives are as mentioned below:

• Buildings (Site Office)	3 years
• Buildings/Investment Property	30 to 60 years
• Roads	5 to 10 years
• Railway Sidings	15 to 30 years
• Electrical Machinery	10 to 20 years
• Plant & Equipment	5 to 17 years
• Furniture	10 years
• Office Equipment	5 years
• Computers	3 years
• Motor Vehicles	8 years
• Intangible Assets (Softwares)	6 years
• Leasehold Improvements	3 years

Capital work-in-progress

Capital work-in-progress / Intangible assets under development are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost. Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as Capital Advances.

(v) Intangible Assets

Intangible Assets are recorded at the consideration paid for acquisition less accumulated amortization and accumulated impairment, if any. Amortization is recognized at Straight Line Basis over their estimated useful life. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses. Intangible assets are amortized on Straight Line Basis over a period of 6 years.

(vi) Impairment of Non-Financial Assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is

the higher of an asset's fair value less costs of disposal and value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units).

(vii) Derivative Financial Instrument

The Company enters into derivative financial instruments to manage its exposure to foreign exchange rate risks, including foreign exchange forward contracts. The Company holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counter party for these contracts is generally a bank.

Derivatives are initially recognized at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognized to statement profit or loss immediately.

(viii) Financial Instrument

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not measured at fair value through profit or loss, are added/ deducted to the fair value on initial recognition.

All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

(a) Financial assets carried at amortized cost

A Financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Investment in Equity Instruments at fair value through other comprehensive income

Equity investments are initially measured at fair value plus transaction costs. Subsequently, they are measured

Notes on Financial Statement

at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'.

c) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

d) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

e) Investment in Subsidiaries and Joint Ventures

Investment in Subsidiaries and Joint Ventures are carried at cost in the Financial Statements.

f) Impairment

The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortized cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognized if the credit quality of the financial asset has deteriorated significantly since initial recognition.

g) Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

(ix) Measurement of Fair Values

Certain accounting policies and disclosures of the Company require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values.

Fair Values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or liability, the company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into a different level of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

(x) Revenue Recognition

Sales revenue is measured at fair value of the consideration received or receivable and stated at net of GST, trade discounts, rebates but includes excise duty. Income from services is recognized as the services are rendered based on agreement/arrangement with the concerned parties. Export incentives, certain insurance and other claims, where quantum of accruals cannot be ascertained with reasonable certainty, are accounted on acceptance basis.

a. Revenue from Operations

Revenue from the sale of goods is recognized when the goods are delivered and titles have been passed, at which time all the following conditions are satisfied:

- the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company;
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.
- Rent Income/Lease Rentals

Notes on Financial Statement

b. Revenue from construction contracts

In accordance with Ind AS 115 "Revenue from Contracts with customers", Revenue is recognized from construction and service activities is recognized based on "over time" method and the company uses the input method to measure progress of delivery.

When the outcome of individual contracts can be estimated reliably, contract revenue and contract cost are recognized as revenue and expenses respectively by reference to the stage of completion at the reporting date. Costs are recognized as incurred and revenue is recognized on the basis of the proportion of total cost at the reporting date to the estimated total cost of the contract.

Estimates of the final out-turn on each contract may include cost contingencies to take account of the risk within each contracts that have been identified during the early stages of contract. The cost contingencies are reviewed on a regular basis throughout the contract life and are adjusted where appropriate. However, the natures of the risks on contracts are such that they often cannot be resolved until the end of the project and therefore may not reverse until the end of the Project. The estimated final out- turns on contracts are continuously reviewed, and in certain limited cases, recoveries from insurers are assessed, and adjustments made where necessary. No margin is recognized until the outcome of the contract can be estimated with reasonable certainty. Provision is made for all known or expected losses on individual contracts once each losses are foreseen.

Revenue in respect of variations to contracts and incentive payments is recognized when it is highly probable and agreed by the customer. Revenue in respect of claim is recognized only if it is highly probable not to reverse in future periods. Profit for the year includes the benefit of claims settled in the year to the extent not previously recognized on contracts completed in previous years.

In some old projects where substantial contract revenue has already been recognized in earlier periods, revenue is recognized as per Ind AS115 "Revenue from Contracts with customers" where income from operations is determined and recognized, based on the bills raised on technical evaluation of work executed based on joint inspection with customers including railways. The figures have been taken as per the management working on the basis of the work completed.

c. Other Income

Other income comprises of primarily of Interest Income, Dividend Income, Gain/ (Loss) on sale of Investments, Rental Income and Claims (if any).

Interest Income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the asset's net carrying amount on initial recognition.

Dividend Income is recognized as and when right to receive payment is established provided, which is generally after the shareholders approves it in the Annual General Meeting.

Gain/ (Loss) on sale of Current/ Non Current Investments are recognized at the time of redemption/ Sale and at Fair value at each reporting period.

Rent Income/Lease rentals are recognized on accrual basis in accordance with the terms of agreements.

Insurance and other claims are accounted for as and when admitted by the appropriate authorities in view of uncertainty involved in ascertainment of final claim.

(xi) Employee Benefits

The Company's contribution to provident fund, pension fund, employees' state insurance scheme and super-annuation fund are charged on accrual basis to Statement of Profit & Loss.

a. Short term benefits:

Short term employee benefits are recognized as an expense at the undiscounted amount in the statement of profit and loss of the year in which the related service is rendered.

b. Defined contribution retirement benefits:

Payments to defined contribution retirement benefits are recognized as an expense when employees have rendered services entitling them to the contributions. Defined contribution plans are those plans where the Company pays fixed contributions to funds/ schemes managed by independent trusts or authority. Contributions are paid in return for services rendered by the employees during the year. The Company has no legal or constructive obligation to pay further

Notes on Financial Statement

contributions if the fund/scheme does not hold sufficient assets to pay/extend employee benefits. The Company provides Provident Fund facility to all employees. The contributions are expensed as they are incurred in line with the treatment of wages and salaries. The Company's Provident Fund is exempted under section 17 of Employees' Provident Fund and Miscellaneous Provision Act, 1952. Conditions for exemption stipulate that the Company shall make good deficiency, if any, in the interest rate declared by the trust vis-à-vis interest rate declared by the Employees' Provident Fund Organisation.

c. Defined benefit retirement benefits:

The cost of providing defined benefit retirement benefits are determined using the projected unit credit method, with independent actuarial valuations being carried out at the end of each reporting period. The Company provides gratuity to its employees.

Remeasurement, comprising actuarial gains and losses, return on plan assets excluding amounts included in net interest on the net benefit liability (asset) and any change in the effect of the asset ceiling (if applicable) are recognized in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Remeasurement recognized in the comprehensive income are not reclassified to the statement of profit and loss but recognized directly in the retained earnings. Past service costs are recognized in the statement of profit and loss in the period in which the amendment to plan occurs. Net interest is calculated by applying the discount rate to the net defined liability or asset at the beginning of the period, taking into account of any changes in the net defined benefit liability (asset) during the period as a result of contribution and benefit payments.

Defined benefit costs which are recognized in the statement of profit and loss are categorized as follows

- Service cost (including current service cost, past service cost as well as gains and losses on curtailments and settlements); and
- Net interest expense or income; and

The retirement benefit obligation recognized in the standalone Balance Sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reduction in future contributions to the plans.

The liability for termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognizes any related restructuring costs.

d. Voluntary Retirement Scheme Benefits

Voluntary retirement scheme benefits are recognized as an expense in the year they are incurred.

(xii) Employee Stock Option Scheme

In respect of Stock options granted pursuant to the Company's Employees Stock Option Schemes 2007, the intrinsic value of the options (excess of Market Price of the share over the exercise price of the option) is treated as discount and accounted as deferred employee's compensation cost over the vesting period.

(xiii) Custom Duty & Goods & Service Tax (GST)

GST Credit availed on Raw materials, Stores and Capital Goods are reduced from the cost of the Respective Goods. GST payable on finished goods lying in factory is provided for and included in Closing Stock of Inventory.

(xiv) Research and Development

Research and Development expenditures of revenue nature are charged to Profit & Loss Account, while capital expenditure is added to the cost of fixed assets in the year in which these are incurred.

(xv) Valuation of Inventories

Raw materials, work-in-progress and finished products are valued at lower of cost and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes purchase price non refundable taxes and duties and other directly attributable costs incurred in bringing the goods to the point of sale. Work-in-progress and finished goods include appropriate proportion of overheads and where applicable, excise duty. Cost are assigned to individual items of inventory on weighted average basis.

Stores and Spares are valued on the "weighted average" basis.

(xvi) Lease

a. Where the Company is the lessee

The company has applied Ind AS 116 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under Ind AS 17.

The company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-

Notes on Financial Statement

use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, company's incremental borrowing rate.

Generally, the company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the company is reasonably certain to exercise, lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early.

b. Where the Company is the lessor

Assets subject to operating leases are included in fixed assets. Lease income is recognized in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation are recognized as

an expense in the statement of Profit & Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of Profit & Loss.

Assets given under a finance lease are recognized as a receivable at an amount equal to the net investment in the lease. Lease income is recognized over the period of the lease so as to yield a constant rate of return on the net investment in the lease. Initial direct costs relating to assets given on finance leases are charged to statement of Profit & Loss.

(xvii) Foreign Currency Transactions and Exchange Differences

Transactions in currencies other than entity's functional currency (spot rates) are recorded at the rates of exchange prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies (other than derivative contracts) remaining unsettled at the end of the each reporting period are premeasured at the rates of exchange prevailing at that date. Exchange difference on monetary items are recognized in the statement of Profit & Loss in the period in which they arise. Non-monetary items carried at historical cost are translated using exchange rates at the dates of the initial transaction.

(xviii) Provisions, Contingent Liabilities and Contingent Assets

a. Provisions & Warranties

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

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Provisions for the expected cost of warranty obligations under local sale of goods legislation are recognized at the date of sale of the relevant products, at the management's best estimate of the expenditure required to settle the Company's warranty obligation.

b. Onerous contracts

An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Present obligation arising under onerous contracts are recognized and measured as provisions.

c. Contingent liabilities

Contingent liability is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or is a present obligation that arises from past events but is not recognized because either it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or a reliable estimate of the amount of the obligation cannot be made. Contingent liabilities are disclosed and not recognized. In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Guarantees are also provided in the normal course of business. There are certain obligations which management has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the standalone financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company is involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

d. Contingent Assets

Contingent Assets are neither recognized nor disclosed except when realization of income is virtually certain.

(xix) Cash & Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of less than three months or less from the date of purchase, to be cash equivalents. Cash

and cash equivalents consist of balance with banks which are unrestricted for withdrawal and usage.

(xx) Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use.

(xxi) Segment Reporting

- Based on the organizational structures and its Financial Reporting System, the Company has classified its operation into three business segments namely Heavy Engineering Division and Steel Foundry Division and Rail EPC.
- Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses which are related to the enterprise as a whole and are not allocable to segments on a reasonable basis have been included under un-allocable expenses.
- Capital Employed to each segment is classified on the basis of allocable assets minus allocable liabilities identifiable to each segment on reasonable basis.

(xxii) Taxation

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognized in statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

a. Current income taxes

The current income tax expense includes income taxes payable by the Company and its branches in India and overseas. The current tax payable by the Company in India is Indian income tax payable on worldwide income. Current income tax payable by overseas branches of the Company is computed in accordance with the tax laws applicable in the jurisdiction in which the respective branch operates. The taxes paid are generally available for set off against the Indian income tax liability of the Company's worldwide income. Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction

Notes on Financial Statement

and where the relevant tax paying unit intends to settle the asset and liability on a net basis.

b. Deferred income taxes

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. Deferred income tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realized.

(xxiii) Government Grant

The Company may receive government grants that require compliance with certain conditions related to the Company's operating activities or are provided to the Company by way of financial assistance on the basis of certain qualifying criteria. Government grants are recognized when there is reasonable assurance that the grant will be received, and the Company will comply with the conditions attached to the grant. Accordingly, government grants:

- (a) related to or used for assets are included in the Balance Sheet as deferred income and recognized as income over the useful life of the assets.

- (b) related to incurring specific expenditures are taken to the Statement of Profit and Loss on the same basis and in the same periods as the expenditures incurred.

- (c) by way of financial assistance on the basis of certain qualifying criteria are recognized as they become receivable. In the unlikely event that a grant previously recognized is ultimately not received, it is treated as a change in estimate and the amount cumulatively recognized is expensed in the Statement of Profit and Loss.

(xxiv) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(xxv) Cash Flow Statement

Cash Flow is reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generating, financing and investing activities of the Company are segregated.

(xxvi) Exceptional Item

When items of income and expenses within statement of profit and loss from ordinary activities are of as such size, nature and or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material items are disclosed separately as exceptional items.

(xxvii) Accounting for interests in Joint Ventures

Interests in joint ventures are accounted as follows:

Type of joint venture	Accounting treatment
Jointly controlled operations	Company's share of revenues, common expenses, assets and liabilities are included in revenues, expenses, assets and liabilities respectively on line by line basis.

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Type of joint venture	Accounting treatment
Jointly controlled assets	Share of assets, according to nature of the assets, and share of the liabilities are shown as part of gross block and liabilities respectively. Share of expenses incurred on maintenance of the assets is accounted as expense. Monetary benefits, if any, from use of the assets are reflected as income.
Jointly controlled entities	(a) Integrated joint ventures:
	(i) Company's share in profits or losses of integrated joint ventures is accounted on determination of the profits or losses by the joint ventures.
	(ii) Investments in integrated joint ventures are carried at cost net of Company's share recognized in profits or losses.
	(b) Incorporated jointly controlled entities:
	(i) Income on investments in incorporated jointly controlled entities is recognized when the right to receive the same is established.
	(ii) Investment in such joint ventures is carried at cost after providing for any diminution in value of investment which is other than temporary in nature.

(xxviii) Recent Pronouncement

On March 24, 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

Balance Sheet:

- Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.
- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

Statement of profit and loss:

- Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of the standalone financial statements.

The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.

Notes on Financial Statement

Note 1.01: Property, Plant and Equipment

(₹ in Lakhs)

Description of Assets	Gross Block				Depreciation				Net Block
	As at 01.04.2020	Additions during the year	Sales / Adjustments	As at 31.03.2021	As at 01.04.2020	During the Year	Sales / Adjustments	As at 31.03.2021	As at 31.03.2021
Note: 1.01									
Property, Plant & Equipment:									
Land	1,508.01	-	-	1,508.01	150.80	0.02	-	150.82	1,357.19
Buildings	10,464.21	144.42	-	10,608.63	1,118.80	404.80	-	1,523.60	9,085.03
Roads	183.51	12.98	-	196.49	98.51	15.10	-	113.61	82.88
Railway Sidings	217.71	1.41	-	219.12	48.24	9.77	-	58.01	161.11
Plant & Machinery	32,139.76	1,078.57	944.43	32,273.90	7,333.62	2,738.23	217.31	9,854.54	22,419.36
Electrical Machinery	656.70	28.56	19.05	666.21	232.68	50.52	13.70	269.50	396.71
Office Equipments	934.21	51.26	12.92	972.55	510.13	158.28	11.40	657.01	315.54
Furniture & Fittings	694.21	14.87	(8.40)	717.48	320.30	58.79	(5.15)	384.24	333.24
Vehicles	971.76	127.20	180.89	918.07	322.98	134.56	131.43	326.11	591.96
Total	47,770.08	1,459.27	1,148.89	48080.46	10136.06	3,570.07	368.69	13337.44	34743.02
Note: 1.02									
a) Right to Use	45.37	-	-	45.37	0.68	0.68	-	1.36	44.01
b) Capital Work in Progress (CWIP)	360.46	500.98	465.00	396.44	-	-	-	-	396.44
c) Investment Property	3,638.16	-	-	3,638.16	564.61	89.81	-	654.42	2,983.74
Total	4043.99	500.98	465.00	4079.97	565.29	90.49	-	655.78	3424.19
Note: 1.03									
Intangible Assets:									
Software	494.15	18.54	-	512.69	390.01	65.11	-	455.12	57.57
Total	494.15	18.54	-	512.69	390.01	65.11	-	455.12	57.57
Grand Total	52,308.22	1,978.79	1,613.89	52,673.12	11,091.36	3,725.67	368.69	14,448.34	38,224.78

Note-1) ₹ 13.75 lakhs being cost of Electrical Machinery regrouped to Furniture & Fittings.

2) ₹ 8.66 lakhs being accumulated depreciation regrouped from Electrical Machinery to Furniture & Fittings.

3) ₹ 0.53 lakhs being cost of Electrical Machinery regrouped to Plant & Machinery.

4) ₹ 0.27 lakhs being accumulated depreciation regrouped from Electrical Machinery to Plant & Machinery.

Note 1.01: Property, Plant and Equipment

Previous Year

(₹ in Lakhs)

Description of Assets	Gross Block				Depreciation				Net Block
	As at 01.04.2019	Addition during the year	Sales / Adjustments	As at 31.03.2020	As at 01.04.2019	During the Year	Sales / Adjustments	As at 31.03.2020	As at 31.03.2020
Note: 1.01									
Property, Plant & Equipment:									
Land	1,543.33	-	35.32	1,508.01	129.88	20.92	-	150.80	1,357.21
Buildings	13,363.99	711.27	3,611.05	10,464.21	1,197.48	403.61	482.29	1,118.80	9,345.41
Roads	177.63	5.87	(0.01)	183.51	77.77	20.74	-	98.51	85.00
Railway Sidings	217.71	-	-	217.71	38.53	9.71	-	48.24	169.47
Plant & Machinery	25,330.00	6924.11	114.35	32,139.76	4883.67	2555.65	105.70	7,333.62	24,806.14
Electrical Machinery	672.62	3.02	18.94	656.70	200.25	50.79	18.36	232.68	424.02
Office Equipments	836.74	99.25	1.78	934.21	335.25	175.78	0.90	510.13	424.08
Furniture & Fittings	654.82	39.39	-	694.21	263.29	57.01	-	320.30	373.91
Vehicles	889.73	126.73	44.70	971.76	255.01	134.07	66.10	322.98	648.78
Total	43,686.57	7,909.64	3826.13	47770.08	7381.13	3428.28	673.35	10136.06	37634.02
Note: 1.02									
a) Right to Use	-	45.37	-	45.37	-	0.68	-	0.68	44.69
b) Capital Work in Progress (CWIP)	978.95	2086.77	2705.26	360.46	-	-	-	-	360.46
c) Investment Property	-	3638.16	-	3,638.16	-	89.81	(474.80)	564.61	3,073.55
Total	978.95	5770.30	2705.26	4043.99	-	90.49	(474.80)	565.29	3478.70
Note: 1.03									
Intangible Assets:									
Software	463.41	30.74	-	494.15	317.93	72.08	-	390.01	104.14
Total	463.41	30.74	-	494.15	317.93	72.08	-	390.01	104.14
Grand Total	45,128.93	13,710.68	6,531.39	52,308.22	7,699.06	3,590.85	198.55	11,091.36	41,216.86

Note: Gross Block addition includes fixed assets (Net of depreciation) acquired during the year of Urla Unit of M/s Simplex Steels Limited as per agreement dated 26th April 2019

Notes on Financial Statement

Note 1.04 Non Current Investments

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
OTHER THAN TRADE INVESTMENTS		
Fully paid-up		
Investments in Equity Instruments (Quoted) (At Fair Value)		
Texmaco Infrastructure & Holdings Limited	1644.86	727.26
23,49,809 (2020: 23,49,809) Shares of ₹ 1 each		
Chambal Fertilisers & Chemicals Limited	2,290.50	1,084.50
10,00,000 (2020: 10,00,000) Shares of ₹ 10 each		
Investments in Equity Instruments of Subsidiary Company (Unquoted)(At Cost)		
Belur Engineering Private Limited	10.00	10.00
1,00,000 (2020: 1,00,000) Shares of ₹ 10 each		
Texmaco Transtrak Private Limited	0.51	0.51
5,101 (2020: 5,101) Shares of ₹ 10 each		
Texmaco Rail Systems Private Limited	1.00	1.00
10,000 (2020: 10,000) Shares of ₹ 10 each		
Texmaco Rail Electrification Limited	2.00	-
20,000 (2020: Nil) Shares of ₹ 10 each		
Texmaco Engineering Udyog Private Limited	1.00	-
10,000 (2020: Nil) Shares of ₹10 each		
Investments in Equity Instruments of Associate Company (Unquoted)(At Cost)		
Texmaco Defence System Private Limited	4.10	4.10
41,000 (2020: 41,000) Shares of ₹ 10 each		
Investments in Equity Instruments of Joint Ventures (Unquoted)(At Cost)		
Touax Texmaco Railcar Leasing Private Limited	1,264.99	1,264.99
1,26,49,999 (2020: 1,26,49,999) Shares of ₹10 each		
Wabtec Texmaco Rail Private Limited		
32,81,700 (2020:32,81,700) Shares of ₹ 10 each	328.17	328.17
Investments in CCD of Joint Ventures (Unquoted)(At Cost)		
Touax Texmaco Railcar Leasing Private Limited	3,666.83	3,200.00
36,66,825 (2020: 32,00,000) CCD of ₹ 100 each		
TOTAL NON CURRENT INVESTMENTS	9,213.96	6,620.53
i) Aggregate amount of quoted investments	3,935.36	1,811.76
ii) Market Value of quoted investments	3,935.36	1,811.76
iii) Aggregate amount of unquoted investments	5,278.60	4,808.77

Note 1.05 Loans (Non-Current)

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
Unsecured- Considered Good		
Security Deposits	568.11	724.78
	568.11	724.78

Notes on Financial Statement

Note 1.06 Bank Balance (Non-Current)

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
Margin Money	1,025.16	1,109.34
	1,025.16	1,109.34

Note 1.07 Other Non-Current Financial Assets

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
(a) Share Application Money	-	2.00
(b) Term Deposit of more Than Twelve Months Maturity	134.48	62.65
(c) Interest Accured on Deposits & Others	44.05	38.95
Total	178.53	103.60

Note 1.08 Deferred Tax Assets (net)

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
Deferred Income Tax Assets		
(a) Carried Forward Losses	2,752.69	181.27
(b) Provisions & others	5,085.21	7,586.53
(c) MAT Credit	4,906.92	4,501.19
(d) Compensated absences	175.74	158.33
(e) Gratuity	139.45	107.90
Total deferred income tax assets	13,060.01	12,535.22
Deferred Income Tax Liabilities		
Property,Plant and equipment	(4,842.35)	(4,322.92)
Total deferred income tax liabilities	(4,842.35)	(4,322.92)
Net deferred tax assets	8,217.66	8,212.30

Note 1.09 Other Non-Current Asset

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
(a) Capital Advances	300.32	507.56
(b) Prepaid Expenses	202.94	254.99
Total	503.26	762.55

Note 1.10 Inventories

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
(a) Raw Material and Components	11,376.75	17,113.04
(b) Work in Progress	14,581.23	27,792.32
(c) Finished Goods	1,462.29	5,095.33
(d) Stores and Spares	1,615.32	2,014.66
(e) Goods in transit(Raw Materials and Component)	1,892.71	1,689.64
Total	30,928.30	53,704.99

Inventories are secured against for first charge on working capital facility.

Notes on Financial Statement

Note 1.11 Current Investments

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
Investments in Mutual Funds (Unquoted) (At Fair Value)		
Axis Treasury Advantage Fund Growth 645 (2020: 645) Units of ₹ 1000 each	16.00	14.54
ICICI Prudential Fixed Maturity Plan Series 83 1108 Days Plan H 1,50,00,000 (2020: 1,50,00,000) Units of ₹ 10 each	1,882.78	1,769.16
SBI Debt Fund Series C-16 1100 Days 1,32,24,964 (2020: 1,32,24,964) Units of ₹ 10 each	1,648.13	1,552.16
TOTAL CURRENT INVESTMENTS	3,546.91	3,335.86
i) Aggregate amount of quoted investments	-	-
ii) Market Value of quoted investments	-	-
iii) Aggregate amount of unquoted investments	3,546.91	3,335.86

Note 1.12 Trade Receivables

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
(a) Secured , considered good	-	-
(b) Unsecured , considered good	61,135.21	64,453.84
(c) Unsecured, Credit Impaired	9,949.34	5,904.53
	71,084.55	70,358.37
Allowance for bad and doubtful debts	(9,949.34)	(5,904.53)
Total	61,135.21	64,453.84

Note: (i) The above includes ₹ 17,246.95 Lakhs as retention money (2020: ₹ 19,016.13 Lakhs) which are recoverable on completion of the project as per the relevant contract.
(ii) Trade Receivable are secured against first charge on working capital facility
(iii) The Company provide allowance in trade receivables based on historic credit loss experience, current economic conditions and events and future observable data and information. The expected credit loss allowance is computed based on the ageing of the receivables.

Note 1.13 Cash and Cash Equivalents

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
(a) Balances with banks - In current accounts	2,112.48	1,591.88
(b) Cheques/ Pay order in hand	51.04	-
(c) Cash on hand	75.76	66.53
Total	2,239.28	1,658.41

Cash and cash equivalents include cash on hand & cash at Bank

Note 1.14 Bank balances other than above

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
(a) Unpaid Dividend Account	16.51	28.24
(b) Term Deposit of upto Twelve Months Maturity	12.71	12.71
(c) Margin Money	8,240.80	6,643.70
Total	8,270.02	6,684.65

Note: Represents deposit with original maturity of more than 3 months having remaining maturity of less than 12 months from the Balance Sheet date.

Notes on Financial Statement

Note 1.15 Loans (Current)

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
I Unsecured Considered Good		
(a) Security Deposits to others	85.97	87.69
(b) Loan to Subsidiaries & Associates	3,360.14	3,569.85
(c) Interest accrued on Loans	1,355.98	915.24
(d) Advance to Employee	248.00	283.72
	5,050.09	4,856.50
II Unsecured, Credit Impaired		
Loan to Body Corporates	275.00	275.00
Less: Allowance for Loan to Body Corporate	(275.00)	(275.00)
	-	-
Total	5,050.09	4,856.50

Note 1.16 Current Tax Assets (Net)

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
Advance Payment of Income Tax (net of provision)	3,136.17	2,121.78
Total	3,136.17	2,121.78

Note 1.17 Other Current Assets

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
(a) Security Deposits	46.22	514.06
(b) Advance to Parties	5,576.47	8,129.69
(c) Other Advances	2,878.63	2,336.23
(d) Prepaid Expenses	401.90	420.99
(e) Balances with Government Dept	20,342.30	23,621.36
(f) Contractually reimbursable expenses	2,575.21	3,965.33
(g) Unbilled Debtors	60,099.75	54,102.31
Total	91,920.48	93,089.97

Note 1.18 Equity Share Capital

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
Authorised Share Capital		
197,00,00,000 Equity shares at par value of ₹ 1/- each	19,700.00	19,700.00
(As at 31 st March 2020: 197,00,00,000 Equity Shares of ₹ 1/- each)	19,700.00	19,700.00
Issued, Subscribed and paid up capital		
250343252 Equity Shares at par value of ₹ 1/- each	2,503.43	2,248.59
(As at 31 st March 2020: 22,48,59,382 Equity Shares of ₹ 1/- each)	2,503.43	2,248.59

- (i) The Company has only one class of shares referred to as equity shares having a par value of Re. 1 each holder of equity shares is entitled to one vote per shares

Notes on Financial Statement

- (ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders
- (iii) Issued, Subscribed and Paid Up Capital includes 12,71,83,090 equity shares allotted on the basis of 1 equity shares in TexRail for Rs 1 each credited as fully paid-up for every 1 equity shares held by each member of Texmaco Infrastructure & Holdings Limited (formerly Texmaco Limited) on record date without payment being received in cash for demerging its Heavy Engineering Division & Steel Foundry Division to Texmaco Rail & Engineering Limited.
- (iv) During the Year the Company has allotted 1,61,29,031 and 93,54,839 Equity Shares of ₹1 each to Shri Saroj Kumar Poddar and M/s Advantz Finance Private Limited respectively under preferential allotment as approved by the shareholders in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. The Equity Share were issued @ ₹ 31 per Equity Share (including a premium of ₹ 30 per share).

(v) Reconciliation of numbers of Issued, Subscribed and Paid-up Capital

Particulars	As at 31.03.2021 No. Shares	As at 31.03.2020 No. Shares
Number of Shares at the beginning of the year	22,48,59,382	22,00,49,482
Add: Allotment under ESOP	-	24,600
Add: Transfer from Share Capital Suspense	-	47,85,000
Add: Conversion of Loan into Equity Share through Preferential Allotments	25,48,3,870	-
Number of Shares at the end of the year	25,03,43,252	22,48,59,082

- (vi) After the reporting date, dividend of 0.10 paisa (2020: 0.10 Paisa) per equity share was proposed by the Board of Directors subject to the approval of the share holders at the Annual General Meeting, the dividend has not been recognised as Liability

- (vii) The name of Shareholders holding more than 5% Equity shares

Name of Shareholders	As at 31.03.2021		As at 31.03.2020	
	No. of Shares	% Holding	No. of Shares	% Holding
(a) Texmaco Infrastructure & Holdings Ltd.	5,85,00,000	23.37	5,46,00,000	24.28
(b) Zuari Investments Ltd.	2,50,63,900	10.01	2,89,63,900	12.88
(c) Saroj Kumar Poddar*	2,01,86,771	8.06	-	-
(d) Adventz Finance Private Ltd.	1,79,82,239	7.18	-	-
(e) HDFC Trustee Company Ltd. A/C HDFC Hybrid Debt Fund	-	-	1,80,49,537	8.03
(f) HDFC Trustee Company Ltd. A/C HDFC Balanced Advantage Fund	14,190,615	5.67	-	-

*The shares held by Shri Saroj Kumar Poddar includes his holding as Karta of HUF and trustee of Saroj and Jyoti Poddar Holdings Pvt Ltd.

Notes on Financial Statement

Note 1.19 Other Equity

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
(i) Other Reserves		
Share Options Outstanding Account		
Balance as per last Account	1,184.38	1,184.38
	1,184.38	1,184.38
(ii) Capital Reserve		
Balance as per last Account	1,626.60	3,951.22
Less: Adjustment of Goodwill in Business Combination	-	(2,324.62)
	1,626.60	1,626.60
(iii) Securities Premium		
Balance as per last Account	39,934.70	39,924.86
Add: Issue of Equity Shares under Preferential allotment	7,645.16	-
Add: On issue of ESOP	-	9.84
	47,579.86	39,934.70
(iv) General Reserve		
Balance as at the beginning of the year	47,220.92	47,220.92
Add: Transferred from Statement of Profit and Loss	200.00	-
	47,420.92	47,220.92
(v) Reserves representing unrealised gains/losses		
(a) Equity Instruments through Other Comprehensive Income		
Addition during the year	515.23	1,706.32
	2,123.60	(1,191.09)
	2,638.83	515.23
(b) Remeasurements of the net defined benefit Plans		
Balance as at the beginning of the year	-	-
Addition during the year	23.19	17.60
Less : Transferred to Retained Earning	(23.19)	(17.60)
	-	-
(vi) Exchange differences on translating the financial statements of a foreign operation		
Balance as at the beginning of the year	(56.82)	155.56
Addition during the year	166.76	(212.38)
	109.94	(56.82)
(vii) Retained Earnings		
Surplus at the beginning of the year	10,117.37	17,633.65
Add : Profit for the year	1,186.63	(6,584.03)
Add : Transferred from Remeasurements of the net defined benefit Plans	23.19	17.60
Less : Transferred to General Reserve	(200.00)	-
Less:Dividend on Equity Shares	(224.83)	(787.00)
Less:Tax on dividend	-	(162.85)
	10,902.36	10,117.37
Total	111,462.89	100,542.38

- (i) **General Reserve:** The General Reserve is used from time to time to transfer profit Retained Earnings for appropriation pupose. As the General Reserve is created by transfer from one component of equity to another and is not an item of other comprehensive income, items includes in the General Reserve will not be reclassifies subsequently to profit & loss
- (ii) **Reserve for Equity Instrument through Other Comprehensive Income (OCI):** This reserve represents the cumulative gain or loss arising on net revaluation of equity instruments measured at fair value through OCI, net of amounts reclassified to the Retained Earnings when those assets have been disposed off.
- (iii) **Capital Reserves:** The Company recognises profit or loss on purchase, sale, issue or cancellation of the Company's own equity instruments to Capital Reserve.

Notes on Financial Statement

- (iv) **Security Premium:** Security Premium Reserve issued to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act 2013
- (v) **Foreign currency monetary items translation difference reserve:** Exchange differences arising on settlement and remeasurement of long term foreign currency monetary items are accumulated in "Foreign Currency Monetary items Translation Difference Account" and amortised over the maturity period or upto the date of settlement of such monetary items, which is earlier, and charged to the Statement of Profit and Loss.
- (vi) **Retained Earnings:** Retained Earnings refers to the portion of net income which is retained by the corporation to be reinvested in its core business. Similarly if the Company has a loss then that loss is retained and called retained losses or accumulated losses. Retained Earnings and Losses are cumulative from year to year with losses off setting earnings.

Note 1.20 Borrowings (Non Current)

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
Secured		
From banks		
(a) Term Loan/Foreign Currency Term Loan (TL/FCTL)	3,527.58	5,255.41
(b) Car Loan	47.63	14.58
Total	3,575.21	5,269.99

Term Loan from Banks are secured against the Property, Plant and Equipments created from such loan, remaining Term Loan from Bank are repayable in 9 quarterly installments or earlier as per the approved sanction.

Note 1.21 Provisions (Non Current)

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
(a) Provision for Leave	399.17	334.25
(b) Provision for Gratuity	353.50	297.84
(c) For Warranty and others	183.99	183.99
Total	936.66	816.08

The company accounts for leave and gratuity based on Actuary Valuation.

Note 1.22 Other Non Current Liabilities

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
(a) Advances from Customers	11,638.87	17,476.90
(b) Security Deposit(Prepaid - Rent Liability)	307.34	337.44
Total	11,946.21	17,814.34

Note 1.23 Borrowings (Current)

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
(a) Secured		
(i) From Banks		
Cash Credit	42,154.74	47,490.65
Short Term Loan	6,970.30	7,719.89
(b) From Other Parties		
(i) Loans from related parties	19,465.00	6,700.00
(ii) Inter-Corporate Deposits	4,100.00	7,800.00
Total	72,690.04	69,710.54

Notes on Financial Statement

- (i) Cash Credit facilities of respective divisions are secured by hypothecation of first charge on Stock, book debts and other current assets of that particular division (both present and future).
- (ii) Cash Credit facility for Rail EPC Divisions and Steel Foundry Division (Raipur) are further secured by first charge on the movable fixed assets of their respective divisions (both present and future).
- (iii) Cash Credit facility for Rail EPC- Kalindee Division are further secured by way of first Pari-Passu charge on Fixed Deposit of ₹ 14.49 Crores along with Flats at Jaipur & Gurgaon to the working capital consortium lenders.
- (iv) Cash Credit Facility of HED/SF (Kolkata) Division are secured by exclusive charge on land and buildings of Agarpara and Belgharia along with second charge on the movable fixed assets of this division.

Note 1.24 Trade Payables

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
Dues to Micro Enterprise and Small Enterprises	-	-
Dues of Creditors other than Micro Enterprise and Small Enterprises	42,996.55	55,412.12
	42,996.55	55,412.12
Information in terms of Section 22 of the Micro, Small and Medium Enterprise Development Act, 2006 is as follows		
Disclosure required under the Micro, Small and Medium Enterprises Development Act, 2006 (the Act) are give as follows:		
(a) Principal amount due Unpaid matured deposits and interest accrued thereon	-	-
(b) Interest paid during the period beyond the appointed day	-	-
(c) Amount of interest due and payable for the period of delay in making payment without adding the interest specified under the Act	-	-
(d) Amount of interest accrued and remaining unpaid at the end of the period	-	-
(e) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Act	-	-

There are no dues owned by the Company to Micro and Small Enterprises, which are outstanding for more than 45 days during the year as at 31st March, 2021 and 31st March, 2020. This information as required under the Micro, Small and Medium Enterprises Development Act 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company and has been relied upon by the Auditors

Note 1.25 Other Financial Liabilities

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
(a) Current maturities of long-term debt		
Term Loan	1,648.05	1,049.67
Car Loan	12.13	4.94
(b) Interest accrued		
Interest accrued but not due on borrowings	535.55	286.66
(c) Unclaimed / Unpaid dividends	16.51	28.24
(d) Others	-	-
Liabilities for Expenses	2,281.58	2,043.07
Amount Due to Employee	1,324.25	1,138.21
Others Misc. Payable	193.58	262.27
Creditors for Capital Advance	15.38	689.76
Total	6,027.03	5,502.82

- (i) Term Loan from Banks are is secured against Property, Plant and Equipments created from such laon. The balance term loan is repayable in 4 quarterly installments or earlier as per the approved sanction
- (ii) There is no amount due and outstanding to be credited to the Investor Eduaction and Protection Fund against unpaid dividend as at 31st March, 2021

Notes on Financial Statement

Note 1.26 Other Current Liabilities

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
(a) Advances from Customers	4,765.89	10,206.68
(b) TDS and other taxes payable	325.91	741.16
(c) PF, ESI amount Payable	120.24	89.39
(d) Security Deposits	2,178.50	1,991.08
(e) Other Liabilities	1,455.79	1,589.16
Total	8,846.33	14,617.47

Note 1.27 Provisions (Current)

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
(a) Provision for Gratuity	45.58	50.36
(b) Provision for Leave	103.77	172.85
(c) Provision for Contract Loss Provision	600.40	55.70
(d) Provision for Expenses	2,423.82	1,450.75
(e) Provision for Impairment of Assets/Covid-19	-	14,991.97
Total	3,173.57	16,721.63

The Company accounts for leave and gratuity based on Actuary Valuation

Note 1.28 Revenue From Operations

(₹ in Lakhs)

Particulars	Year Ended 31.03.2021	Year Ended 31.03.2020
(a) Sale of products	104,493.10	118,336.57
(b) Sale of services	77,631.44	82,536.50
(c) Other operating revenues	806.37	1,154.43
Gross Revenue from Operations	182,930.91	202,027.50
Less: Inter Segment Revenue	14,057.11	18,847.52
Net Revenue from Operations	168,873.80	183,179.98

Note 1.29 Other Income

(₹ in Lakhs)

Particulars	Year Ended 31.03.2021	Year Ended 31.03.2020
(a) Interest Income		
From Bank	265.14	240.51
From Others	818.95	1,030.21
(b) Dividend Income		
Income from Non-Current Investments	32.10	60.89
(c) Other non-operating income		
Net gain on Sale of Current Investments	-	5.29
Compensation Against Old Refugee Settlement Area	589.74	178.02
Miscellaneous Receipts and Income	221.80	455.56
Sundry Credit Balance Adjusted	0.45	7.77
Profit on sale of PPE	-	78.75
Rent Received	971.43	367.20
Provision & Excess Liabilities Written Back	-	18.09
Insurance Claim Received	66.87	2.05
Gain on fair valuation of Mutual Funds	211.05	281.34
Total	3,177.53	2,725.68

Notes on Financial Statement

Note 1.30 Cost of Materials Consumed

(₹ in Lakhs)

Particulars	Year Ended 31.03.2021	Year Ended 31.03.2020
Opening Stock of Raw Materials	5,888.15	8,241.44
Add: Raw materials Purchased and Departmental Transfers etc.	68,782.35	84,968.63
	74,670.50	93,210.07
Less: Closing Stock of Raw Materials	3,764.67	5,888.15
	70,905.83	87,321.92
Consumption of Components	44,471.32	62,076.77
Less Inter Segment Revenue	14,057.11	18,847.52
Total	101,320.04	130,551.17

Note 1.31 Changes In Inventories of Finished Goods and Work-in-Progress

(₹ in Lakhs)

Particulars	Year Ended 31.03.2021	Year Ended 31.03.2020
Opening Stock		
Finished Goods	5,095.33	2,518.97
Work-in-Progress	27,792.32	21,869.00
Total	32,887.65	24,387.97
Less : Closing Stock		
Finished Goods	1,462.29	5,095.33
Work-in-Progress	14,581.23	27,792.32
	16,043.52	32,887.65
(Increase) / Decrease in Stock	16,844.13	(8,499.68)

Note 1.32 Employee Benefit Expenses

(₹ in Lakhs)

Particulars	Year Ended 31.03.2021	Year Ended 31.03.2020
a) Salaries ,Wages and Bonus	10,259.45	11,369.56
b) Contribution to provident and other funds		
i) Provident Fund and Pension Fund	660.62	760.49
ii) Superannuation Fund	25.11	50.90
iii) Gratuity	267.67	2.00
c) Staff Welfare Expenses	400.06	592.44
d) VRS Expenses	0.59	1.17
Total	11,613.50	12,776.56

Note 1.33 Finance Costs

(₹ in Lakhs)

Particulars	Year Ended 31.03.2021	Year Ended 31.03.2020
(a) Interest		
i) Banks	5,891.30	5,883.93
ii) Others	3,115.69	2,017.00
(b) Other borrowing costs	1,289.94	1,788.22
Total	10,296.93	9,689.15

Note 1.34 Depreciation and Amortization Expense

(₹ in Lakhs)

Particulars	Year Ended 31.03.2021	Year Ended 31.03.2020
(a) Depreciation on Tangible Assets	3,660.56	3,518.77
(b) Depreciation on Intangible Assets	65.11	72.08
Total	3,725.67	3,590.85

Notes on Financial Statement

Note 1.35 Other Expenses

(₹ in Lakhs)

Particulars	Year Ended 31.03.2021	Year Ended 31.03.2020
Consumption of stores and spares part	8,815.25	10,303.71
Power and Fuel	5,515.00	7,167.10
Rent	889.80	843.46
Repairs to buildings	497.86	524.77
Repairs to machinery	364.26	454.16
Repairs to others	111.56	130.94
Insurance	491.89	601.00
Rates and Taxes excluding taxes on Income	409.00	447.81
Freight, Packing and Transport	1,284.00	1,211.91
Erection Expenses	5,687.60	6,767.06
Drawings and Designs	1.01	2.33
Royalty & Knowhow	24.01	60.72
Research & Development	129.54	106.25
Selling Agents Commission	62.32	13.81
Selling Expenses	134.61	294.76
Director's Sitting Fees	23.35	25.40
Director's Commission	12.41	13.61
Payments to the Auditor		
As Auditor	21.25	20.75
For Tax Audit	4.75	4.50
For Quarterly Review	3.60	3.60
For Fees for Other Services (incl for issuing various certificates)	5.11	8.75
To Cost Auditor	1.85	1.85
For Reimbursement of out of pocket expenses	5.01	4.64
Donation	1.04	200.70
CSR Expenses*	11.61	62.96
Miscellaneous Expenses	2,549.91	3,380.35
Sundry Debit Balance Adjusted	37.54	1.14
Allowance for bad & doubtful debts	330.91	394.66
Bad Debt/Impairment /Loss of unbilled Revenue	8817.50	2,681.07
Less: Allowance for bad & doubtful debts	(8766.32)	(2,582.63)
Net (gain)/loss on foreign currency transaction	(394.15)	(474.39)
(Profit)/Loss on sale of PPE (Net)	7.57	-
Provision & Excess Liabilities Written Back	0.94	-
Total	27,091.59	32,676.75

*Note on CSR Expense:

i) Gross amount required to be spent by the Company during the year: ₹ 7.31 Lakhs

ii) Amount spent in cash during the year on:

Particulars	In Cash	Total
i) Construction/acquisition of any asset	-	-
ii) On purposes other than (i) above	11.61	11.61
Total	11.61	11.61

Notes on Financial Statement

Note 1.36 Other Comprehensive Income

(₹ in Lakhs)

Particulars	Year Ended 31.03.2021	Year Ended 31.03.2020
(A) Items that will not be reclassified to profit or loss		
(i) Remeasurements of the defined benefit plans	23.19	17.60
(ii) Equity Instruments through Other Comprehensive Income;	2,123.60	(1,191.09)
	2,146.79	(1,173.49)
(B) Items that will be reclassified to profit or loss		
(i) Exchange differences in translating the financial statements of a foreign operation	166.76	(212.38)
Total	166.76	(212.38)

Note 1.37 Commitments and Contingent Liabilities

(₹ in Lakhs)

Particulars	For the period ended 31.03.2021	For the period ended 31.03.2020
(A) Commitments		
Estimated amount of contracts remaining to be executed on Capital Account and not provided for (Net of advance)	1,976.30	848.00
(B) Contingent Liabilities (not provided for) in respect of :		
(a) Bank/Corporate Guarantees given in the normal course of Business.	93,931.43	1,24,815.12
(b) Bonds issued to Custom Department	92.20	92.20
(c) Claims under dispute (Excise, Service Tax, Income Tax and others)	20,071.19	20,145.56
(d) Claims not acknowledged as debts (Amount unascertainable)	-	-
(e) Income Tax assessment under appeal (Amount unascertainable)	-	-

Note 1.38

Movement of Provisions during the year as required under Ind AS 37 Provisions,

Contingent Liabilities and Contingent Assets

(₹ in Lakhs)

Particulars	Opening Provision as on 1.4.2020	Utilized during the year	Reversed during the year	Provision during the year	Closing provision as on 31.03.2021
(a) Site warranty period maintenance	183.99	--	--	--	183.99
(b) Others	1,450.75	--	657.77	1,630.84	2,423.82
Total	1,634.74	--	657.77	1,630.84	2,607.81
Previous Year	1,127.97	--	151.00	657.77	1634.74

In accordance with the requirement of Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets" issued by the Companies (Accounting Standard) Rules 2006, the company has provided liability for other expenses amounting to ₹ 1,630.84 lakhs (Previous Year ₹ 657.77 lakh).

Site warranty period maintenance: The Company gives warranties and maintenance on certain products and services, undertaking to repair, replace and maintain the items for satisfactory working during the warranty period. Provision as at March 31, 2021 represents the amount of the expected cost of meeting such obligations of rectification/ replacement/maintenance. The timing of the outflow is expected to be within a period of two years.

Provision for others: It represents liabilities related to various site expenses including contractor service charges for sites, administrative charges etc, likely to materialize in the next financial year. Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using equivalent period government securities interest rate. Unwinding of the discount is recognized in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

Notes on Financial Statement

Note 1.39 In the opinion of the management, current assets, loans and advances have a value on realisation in the ordinary course of business unless otherwise stated, at least to the amount at which they are stated and the provisions for all known and determined liabilities is adequately provided.

Note 1.40 Balance of debtors and loans and advances are subject to confirmation from respective parties.

Note 1.41 Related Party Disclosure

(a) Name of the Related Parties and Relationship

(b) Name of the related parties and relationship as per Ind AS 24

Relationship	Parties where control Exist 2020-21	Parties where control Exist 2019-20
A. Key Management Personnel	<p>Mr. Saroj Kumar Poddar Executive Chairman</p> <p>-</p> <p>Mr. Indrajit Mookerjee, Managing Director (Redesignated w.e.f: 02nd April, 2020)</p> <p>Mr. A. K. Vijay, Executive Director (Finance) & CFO</p> <p>Mr. D. H. Kela Executive Director & CEO (SF)</p> <p>Mr. Ashish Kr. Gupta, Deputy Managing Director (Appointed w.e.f: 17th November,2020)</p> <p>-</p> <p>Mr. Ravi Varma Company Secretary</p> <p>Mr. A. C. Chakrabortti, Independent Director</p> <p>Mr. D. R. Kaarthikeyan, Independent Director</p> <p>Ms. Mridula Jhunhunwala, Independent Director (Ceased w.e.f 19th March, 2021)</p> <p>Mr. Sunil Mitra, Independent Director</p> <p>Mr. Utsav Parekh, Independent Director</p> <p>Mr. Virendra Sinha, Independent Director (Appointed w.e.f: 17th Feb,2021)</p> <p>Ms. Rusha Mitra, Independent Director (Appointed w.e.f: 17th Feb,2021)</p> <p>-</p> <p>Mr. Akshay Poddar, Non – Executive Director</p>	<p>Mr. Saroj Kumar Poddar Executive Chairman</p> <p>Mr. Sandeep Fuller, Managing Director (Resigned w.e.f. 31st March, 2020)</p> <p>Mr. Indrajit Mookerjee, Non-Executive Director</p> <p>Mr. A. K. Vijay, Executive Director (Finance) & CFO</p> <p>Mr. D. H. Kela Executive Director & CEO (SF)</p> <p>-</p> <p>Mr. G. C. Agarwal, ED & CEO (HED) (Resigned w.e.f. 31st March, 2020)</p> <p>Mr. Ravi Varma Company Secretary (Appointed w.e.f: 14th December, 2019)</p> <p>Mr. A. C. Chakrabortti, Independent Director</p> <p>Mr. D. R. Kaarthikeyan, Independent Director</p> <p>Ms. Mridula Jhunhunwala, Independent Director</p> <p>Mr. Sunil Mitra, Independent Director</p> <p>Mr. Utsav Parekh, Independent Director</p> <p>-</p> <p>-</p> <p>Mr. V. K. Sharma, Independent Director</p> <p>Mr. Akshay Poddar, Non – Executive Director</p>
B. Relative of Key Management Personnel	<p>Ms. Jyotsna Poddar (Wife of Mr. S.K.Poddar)</p> <p>Ms. Puja Poddar (Daughter in Law of Mr. S.K.Poddar)</p> <p>Ms. Shradha Agarwal (Daughter of Mr. S.K.Poddar)</p>	<p>Ms. Jyotsna Poddar (Wife of Mr. S.K.Poddar)</p> <p>Ms. Puja Poddar (Daughter in Law of Mr. S.K.Poddar)</p> <p>Ms. Shradha Agarwal (Daughter of Mr. S.K.Poddar)</p>

Notes on Financial Statement

Relationship	Parties where control Exist 2020-21	Parties where control Exist 2019-20
C. Subsidiary Company	<p>Belur Engineering Private Ltd. (100% of Capital held by Company)</p> <p>Texmaco Transtrak Private Ltd. (51.01% of Capital held by Company)</p> <p>Texrail SA (Pty) Ltd. (Subsidiary by way of Control)</p> <p>Texmaco Rail Systems Pvt. Ltd (100% of Capital held by Company)</p> <p>Texmaco Rail Electrification Pvt. Ltd. (100% of Capital held by Company)</p> <p>Texmaco Engineering Udyog Pvt. Ltd. (100% of Capital held by Company)</p>	<p>Belur Engineering Private Ltd. (100% of Capital held by Company)</p> <p>TexmacoTranstrak Private Ltd. (51.01% of Capital held by Company)</p> <p>Texrail SA (Pty) Ltd. (Subsidiary by way of Control)</p> <p>Texmaco Rail Systems Pvt. Ltd (Formerly Texmaco Signalling Systems Pvt .Ltd) (100% of Capital held by Company)</p> <p>-</p> <p>-</p>
D. Associate	<p>Texmaco Defence Systems Pvt. Ltd. (41% of Capital held by Company)</p>	<p>Texmaco Defence Systems Pvt. Ltd. (41% of Capital held by Company)</p>
E. Joint Ventures	<p>Touax Texmaco Railcar Leasing Pvt. Ltd. (50% of Capital held by Company)</p> <p>Wabtec Texmaco Rail Pvt. Ltd. (40% of Capital held by Company)</p> <p>Kalindee Cobra JV</p> <p>Kalindee Kapoor Railcon JV</p> <p>Kalindee Karthik JV</p> <p>Kalindee VNC JV</p> <p>Kalindee IF&LS JV</p> <p>GMR TPL KRNL JV</p> <p>Kalindee Rahee JV</p> <p>Kalindee URC JV</p> <p>JMC – GPT – Vijaywargi – Bright Power JV</p> <p>JMC – Vijaywargi – Bright Power JV</p> <p>Bright – Vijaywargi JV</p> <p>Bright – Kalindee JV</p> <p>Bright – Texmaco JV</p> <p>ISC Projects- Texmaco JV</p> <p>Kalindee ASIS JV</p> <p>Tata Projects – Kalindee JV</p> <p>TexmacoRahee JV</p>	<p>Touax Texmaco Railcar Leasing Pvt. Ltd. (50% of Capital held by Company)</p> <p>Wabtec Texmaco Rail Pvt. Ltd. (40% of Capital held by Company)</p> <p>Kalindee Cobra JV</p> <p>Kalindee Kapoor Railcon JV</p> <p>Kalindee Karthik JV</p> <p>Kalindee VNC JV</p> <p>Kalindee IF&LS JV</p> <p>GMR TPL KRNL JV</p> <p>Kalindee Rahee JV</p> <p>Kalindee URC JV</p> <p>JMC – GPT – Vijaywargi – Bright Power JV</p> <p>JMC – Vijaywargi – Bright Power JV</p> <p>Bright – Vijaywargi JV</p> <p>-</p> <p>-</p> <p>-</p> <p>-</p> <p>Tata Projects – Kalindee JV</p> <p>TexmacoRahee JV</p>
F. Group Company where Transaction Exists.	<p>Duke Commerce Ltd.</p> <p>Adventz Securities Enterprises Ltd.</p> <p>Zuari Global Ltd.</p> <p>New Eros Tradecom Ltd.</p> <p>Master Exchange & Finance Ltd.</p> <p>Adventz Investments Co. Pvt. Ltd.</p> <p>Adventz Finance Pvt. Ltd.</p> <p>Eureka Traders Pvt. Ltd.</p> <p>Abhishek Holdings Pvt. Ltd.</p> <p>Greenland Trading Pvt. Ltd.</p> <p>Indrakshi Trading Company Pvt. Ltd.</p> <p>Zuari Management Services Ltd.</p> <p>High Quality Steels Ltd.</p> <p>Lionel India Ltd.</p> <p>Lionel Edwards Ltd.</p> <p>Texmaco Infrastructure & Holdings Ltd.</p> <p>Zuari Investments Ltd.</p> <p>Zuari Sugar and Power Ltd.</p> <p>Paradeep Phosphate Ltd.</p> <p>Magnaon Electricals India Ltd.</p> <p>The Pench Valley Coal Company Ltd.</p>	<p>Duke Commerce Ltd.</p> <p>Adventz Securities Enterprises Ltd.</p> <p>Zuari Global Ltd.</p> <p>New Eros Tradecom Ltd.</p> <p>Master Exchange & Finance Ltd.</p> <p>Adventz Investments Co. Pvt. Ltd.</p> <p>Adventz Finance Pvt. Ltd.</p> <p>Eureka Traders Pvt. Ltd.</p> <p>Abhishek Holdings Pvt. Ltd.</p> <p>Greenland Trading Pvt. Ltd.</p> <p>Indrakshi Trading Company Pvt. Ltd.</p> <p>Zuari Management Services Ltd.</p> <p>High Quality Steels Ltd.</p> <p>Lionel India Ltd.</p> <p>Lionel Edwards Ltd.</p> <p>Texmaco Infrastructure & Holdings Ltd.</p> <p>Zuari Investments Ltd.</p> <p>-</p> <p>Paradeep Phosphate Ltd.</p> <p>Magnaon Electricals India Ltd.</p> <p>-</p>

Notes on Financial Statement

(b) Related Party Transactions

(₹ in Lakhs)

Transactions	Other Related Party	Subsidiary	Associate	Joint Ventures	Key Mgmt. Personnel	Grand Total	Balance outstanding as on 31/03/2021
Remuneration Paid							
- Mr. Saroj Kumar Poddar	-- (--)	-- (--)	-- (--)	-- (--)	274.37 (379.26)	274.37 (379.26)	-- (53.85)
- Mr. Sandeep Fuller (Resigned w.e.f. 31st March, 2020)	-- (--)	-- (--)	-- (--)	-- (--)	-- (114.01)	-- (114.01)	-- (15.41)
- Mr. Indrajit Mookerjee (Appointed w.e.f. 02nd April, 2020)	-- (--)	-- (--)	-- (--)	-- (--)	58.90 (--)	58.90 (--)	-- (--)
- Mr. A.K. Vijay	-- (--)	-- (--)	-- (--)	-- (--)	54.80 (67.26)	54.80 (67.26)	-- (5.19)
- Mr. D. H. Kela	-- (--)	-- (--)	-- (--)	-- (--)	95.38 (126.68)	95.38 (126.68)	-- (10.53)
- Mr. Girish Chandra Agarwal (Resigned w.e.f. 31st March, 2020)	-- (--)	-- (--)	-- (--)	-- (--)	-- (56.31)	-- (56.31)	-- (6.31)
- Mr. Ashish Kr. Gupta (Appointed w.e.f. 17th November, 2020)	-- (--)	-- (--)	-- (--)	-- (--)	52.08 (--)	52.08 (--)	-- (--)
- Mr. Ravi Varma	-- (--)	-- (--)	-- (--)	-- (--)	22.03 (12.20)	22.03 (12.20)	-- (0.50)
- Mr. A. C. Chakrabortti (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (--)	6.85 (7.75)	6.85 (7.75)	-- (--)
- Mr. D.R. Kaarthikeyan (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (--)	5.85 (5.45)	5.85 (5.45)	-- (--)
- Ms. Mridula Jhunjhunwala (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (--)	6.53 (7.50)	6.53 (7.50)	-- (--)
- Mr. Sunil Mitra (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (--)	5.75 (7.05)	5.75 (7.05)	-- (--)
- Mr. Utsav Parekh (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (--)	4.00 (3.85)	4.00 (3.85)	-- (--)
- Mr. Akshay Poddar (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (--)	5.00 (4.35)	5.00 (4.35)	-- (--)
- Mr. V. K. Sharma (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (--)	-- (0.90)	-- (0.90)	-- (--)
- Ms. Rusha Mitra (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (--)	0.89 (--)	0.89 (--)	-- (--)
- Mr. Virendra Sinha (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (--)	0.89 (--)	0.89 (--)	-- (--)
- Mr. Indrajit Mookerjee (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (--)	0.01 (2.17)	0.01 (2.17)	-- (--)
Investment							
- Touax Texmaco Railcar Leasing Pvt. Limited	-- (--)	-- (--)	-- (--)	466.83 (450.00)	-- (--)	466.83 (450.00)	4931.82 (4464.99)
- Texmaco Infrastructure & Holdings Limited	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	1644.87 (727.27)
- Wabtec Texmaco Rail Pvt. Ltd	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	328.17 (328.17)
- Belur Engineering Pvt. Ltd	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	10.00 (10.00)
- TexmacoTranstrak Pvt. Ltd.	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	0.51 (0.51)
- TexmacoRail Systems Pvt. Ltd.	-- (--)	-- (1.00)	-- (--)	-- (--)	-- (--)	-- (1.00)	1.00 (1.00)
- Texmaco Rail Electrification Pvt. Ltd.	-- (--)	2.00 (--)	-- (--)	-- (--)	-- (--)	2.00 (--)	2.00 (--)

Notes on Financial Statement

Transactions	Other Related Party	Subsidiary	Associate	Joint Ventures	Key Mgmt. Personnel	Grand Total	Balance outstanding as on 31/03/2021
- Texmaco Engineering Udyog Pvt. Ltd.	-- (--)	1.00 (--)	-- (--)	-- (--)	-- (--)	1.00 (--)	1.00 (--)
- Texmaco Defence Systems Pvt. Ltd.	-- (--)	-- (--)	-- (-1.00)	-- (--)	-- (--)	-- (-1.00)	4.10 (4.10)
Loans & Advances Given							
- Belur Engineering Pvt. Ltd.	-- (--)	-250.00 (-1200.00)	-- (--)	-- (--)	-- (--)	-250.00 (-1200.00)	2740.00 (2990.00)
- Texmaco Transtrak Pvt. Ltd.	-- (--)	0.10 (191.31)	-- (--)	-- (--)	-- (--)	0.10 (191.31)	360.40 (360.30)
- Texmaco Defence Systems Pvt. Ltd.	-- (--)	-- (--)	40.20 (11.22)	-- (--)	-- (--)	40.20 (11.22)	259.75 (219.54)
- Bright-Vijaywargi-JV	-- (--)	-- (--)	-- (--)	48.41 (234.90)	-- (--)	48.41 (234.90)	106.10 (149.40)
- Bright- Kalindee-JV	-- (--)	-- (--)	-- (--)	44.97 (--)	-- (--)	44.97 (--)	(23.65) (15.26)
- Bright- Texmaco-JV	-- (--)	-- (--)	-- (--)	124.48 (--)	-- (--)	124.48 (--)	(140.60) (-92.25)
Loans & Advances Received/Repaid							
- Adventz Finance Pvt. Ltd. ##	-2080.00 (4100.00)	-- (--)	-- (--)	-- (--)	-- (--)	-2080.00 (4100.00)	3120.00 (5200.00)
- Adventz Securities Enterprises Ltd.	375.00 (-150.00)	-- (--)	-- (--)	-- (--)	-- (--)	375.00 (-150.00)	1075.00 (700.00)
- Magnacon Electricals India Ltd.	-800.00 (800.00)	-- (--)	-- (--)	-- (--)	-- (--)	-800.00 (800.00)	-- (800.00)
- Zuari Management Services Ltd.	3600.00 (--)	-- (--)	-- (--)	-- (--)	-- (--)	3600.00 (--)	3600.00 (--)
- Zuari Investments Ltd.	9000.00 (--)	-- (--)	-- (--)	-- (--)	-- (--)	9000.00 (--)	9000.00 (--)
- Zuari Sugar and Power Ltd.	1150.00 (--)	-- (--)	-- (--)	-- (--)	-- (--)	1150.00 (--)	1150.00 (--)
- Mr. Saroj Kumar Poddar**	-- (--)	-- (--)	-- (--)	-- (--)	1500.00 (--)	1500.00 (--)	1500.00 (--)
- Pench Valley Coal Company Ltd.	20.00 (--)	-- (--)	-- (--)	-- (--)	-- (--)	20.00 (--)	20.00 (--)
Dividend Paid							
- Mr.Saroj Kumar Poddar	-- (--)	-- (--)	-- (--)	-- (--)	4.15 (12.06)	4.15 (12.06)	-- (--)
- Ms Jyotsna Poddar	0.07 (0.25)	-- (--)	-- (--)	-- (--)	-- (--)	0.07 (0.25)	-- (--)
- Ms. Puja Poddar	0.03 (0.10)	-- (--)	-- (--)	-- (--)	-- (--)	0.03 (0.10)	-- (--)
- Mr. Akshay Poddar	-- (--)	-- (--)	-- (--)	-- (--)	0.01 (0.05)	0.01 (0.05)	-- (--)
- Ms. Shradha Agarwal	0.01 (0.05)	-- (--)	-- (--)	-- (--)	-- (--)	0.01 (0.05)	-- (--)
- Abhishek Holdings Pvt. Ltd.	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)
- Adventz Securities Enterprises Ltd.	3.81 (13.33)	-- (--)	-- (--)	-- (--)	-- (--)	3.81 (13.33)	-- (--)
- Adventz Finance Pvt. Ltd.	8.48 (29.32)	-- (--)	-- (--)	-- (--)	-- (--)	8.48 (29.32)	-- (--)
- Adventz Investments Co. Pvt. Ltd.	3.04 (10.62)	-- (--)	-- (--)	-- (--)	-- (--)	3.04 (10.62)	-- (--)
- Duke Commerce Ltd.	7.51 (26.30)	-- (--)	-- (--)	-- (--)	-- (--)	7.51 (26.30)	-- (--)

Notes on Financial Statement

Transactions	Other Related Party	Subsidiary	Associate	Joint Ventures	Key Mgmt. Personnel	Grand Total	Balance outstanding as on 31/03/2021
- Eureka Traders Pvt. Ltd.	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)
- Greenland Trading Pvt. Ltd.	0.04 (0.12)	-- (--)	-- (--)	-- (--)	-- (--)	0.04 (0.12)	-- (--)
- Master Exchange & Finance Ltd.	0.02 (0.05)	-- (--)	-- (--)	-- (--)	-- (--)	0.02 (0.05)	-- (--)
- New Eros Tradecom Ltd.	0.74 (2.58)	-- (--)	-- (--)	-- (--)	-- (--)	0.74 (2.58)	-- (--)
- Indrakshi Trading Company Pvt. Ltd.	0.03 (0.11)	-- (--)	-- (--)	-- (--)	-- (--)	0.03 (0.11)	-- (--)
- Texmaco Infrastructure & Holdings Ltd.	58.50 (191.10)	-- (--)	-- (--)	-- (--)	-- (--)	58.50 (191.10)	-- (--)
- Zuari Investments Ltd.	25.06 (101.37)	-- (--)	-- (--)	-- (--)	-- (--)	25.06 (101.37)	-- (--)
- Zuari Global Ltd.	4.04 (14.12)	-- (--)	-- (--)	-- (--)	-- (--)	4.04 (14.12)	-- (--)
- Mr. D. H. Kela	-- (--)	-- (--)	-- (--)	-- (--)	0.03 (0.11)	0.03 (0.11)	-- (--)
- Mr. Sandeep Fuller (Resigned w.e.f. 31st March,2020)	-- (--)	-- (--)	-- (--)	-- (--)	-- (0.18)	-- (0.18)	-- (--)
- Mr. A.K. Vijay	-- (--)	-- (--)	-- (--)	-- (--)	0.05 (0.18)	0.05 (0.18)	-- (--)
- Mr. Ravi Varma	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)
- Mr. A. C. Chakrabortti	-- (--)	-- (--)	-- (--)	-- (--)	-- (0.01)	-- (0.01)	-- (--)
Dividend Received							
- Texmaco Infrastructure & Holdings Ltd.	4.70 (4.70)	-- (--)	-- (--)	-- (--)	-- (--)	4.70 (4.70)	-- (--)
Others							
- Adventz Finance Pvt. Ltd. (Rent Paid)	15.79 (15.73)	-- (--)	-- (--)	-- (--)	-- (--)	15.79 (15.73)	-- (--)
- Adventz Finance Pvt. Ltd. (Interest Paid)	710.74 (515.23)	-- (--)	-- (--)	-- (--)	-- (--)	710.74 (515.23)	127.90 (105.10)
- Adventz Securities Enterprises Ltd. (Interest Paid)	106.97 (103.72)	-- (--)	-- (--)	-- (--)	-- (--)	106.97 (103.72)	27.12 (22.55)
- Magnacon Electricals India Ltd. (Interest Paid)	90.73 (68.11)	-- (--)	-- (--)	-- (--)	-- (--)	90.73 (68.11)	-- (68.11)
- Zuari Management Services Ltd. (Interest Paid)	438.06 (--)	-- (--)	-- (--)	-- (--)	-- (--)	438.06 (--)	405.21 (--)
- Zuari Sugar and Power Ltd. (Interest Paid)	58.68 (--)	-- (--)	-- (--)	-- (--)	-- (--)	58.68 (--)	54.28 (--)
- Zuari Investment Limited (Interest Paid)	29.25 (--)	-- (--)	-- (--)	-- (--)	-- (--)	29.25 (--)	27.06 (--)
- Pench Valley Coal Company Ltd (Interest Paid)	0.37 (--)	-- (--)	-- (--)	-- (--)	-- (--)	0.37 (--)	0.34 (--)
- Mr. Saroj Kumar Poddar (Interest Paid)	-- (--)	-- (--)	-- (--)	-- (--)	349.81 (--)	349.81 (--)	326.44 (--)
- High Quality Steels Ltd. (Services Received)	530.97 (492.43)	-- (--)	-- (--)	-- (--)	-- (--)	530.97 (492.43)	59.14 (--)
- Lionel India Ltd. (Services Received)	24.17 (151.64)	-- (--)	-- (--)	-- (--)	-- (--)	24.17 (151.64)	14.44 (60.36)
- Lionel Edwards Ltd. (Services Received)	-- (37.22)	-- (--)	-- (--)	-- (--)	-- (--)	-- (37.22)	-- (9.77)
- Zuari Management Services Ltd. (Services Received)	19.19 (335.27)	-- (--)	-- (--)	-- (--)	-- (--)	37.06 (335.27)	9.71 (53.87)

Notes on Financial Statement

Transactions	Other Related Party	Subsidiary	Associate	Joint Ventures	Key Mgmt. Personnel	Grand Total	Balance outstanding as on 31/03/2021
- Texmaco Infrastructure & Holdings Ltd. (Rent Received)	0.72 (0.72)	-- (--)	-- (--)	-- (--)	-- (--)	0.72 (0.72)	-- (--)
- Texmaco Infrastructure & Holdings Ltd. (Rent Paid)	68.74 (68.74)	-- (--)	-- (--)	-- (--)	-- (--)	68.74 (68.74)	73.03 (114.60)
- Texmaco Infrastructure & Holdings Ltd. (Services Received)	-- (149.09)	-- (--)	-- (--)	-- (--)	-- (--)	-- (149.09)	-- (26.54)
- Wabtec Texmaco Rail Pvt. Ltd. (Sale of Goods)	-- (--)	-- (--)	-- (--)	412.40 (516.35)	-- (--)	412.40 (516.35)	156.22 (330.34)
- Wabtec Texmaco Rail Pvt. Ltd. (Purchase of Goods)	-- (--)	-- (--)	-- (--)	431.95 (1590.60)	-- (--)	431.95 (1590.60)	-- (282.81)
- Wabtec Texmaco Rail Pvt. Ltd. (Sale of Services)	-- (--)	-- (--)	-- (--)	169.43 (209.36)	-- (--)	169.43 (209.36)	43.29 (29.20)
-Touax Texmaco Railcar Leasing Pvt. Ltd. (Sale of Goods & Services)	-- (--)	-- (--)	-- (--)	2181.17 (4228.11)	-- (--)	2181.17 (4228.11)	2550.19 (112.45)
- Touax Texmaco Railcar Leasing Pvt. Ltd. (Rent Received)	-- (--)	-- (--)	-- (--)	3.23 (1.37)	-- (--)	3.23 (1.37)	0.48 (--)
- Touax Texmaco Railcar Leasing Pvt. Ltd. (Deposit Against Order)	-- (--)	-- (--)	-- (--)	-- (700.56)	-- (--)	-- (700.56)	24.56 (1964.72)
- Touax Texmaco Railcar Leasing Pvt. Ltd. (Interest receivable against CCD given)	-- (--)	-- (--)	-- (--)	298.04 (301.35)	-- (--)	298.04 (301.35)	862.25 (491.71)
- Paradeep Phosphate Ltd (Rent Received)	3.59 (7.69)	-- (--)	-- (--)	-- (--)	-- (--)	3.59 (7.69)	-- (--)
- Belur Engineering Pvt. Ltd (Rent Received)	-- (--)	0.05 (0.05)	-- (--)	-- (--)	-- (--)	0.05 (0.05)	-- (--)
- Belur Engineering Pvt. Ltd (Rent Paid)	-- (--)	330.55 (330.55)	-- (--)	-- (--)	-- (--)	330.55 (330.55)	-- (--)
- Belur Engineering Pvt. Ltd (Interest received against ICD given)	-- (--)	303.92 (322.30)	-- (--)	-- (--)	-- (--)	303.92 (322.30)	-- (--)
- Texmaco Defence Systems Pvt. Ltd. (Rent Received)	-- (--)	-- (--)	0.05 (0.05)	-- (--)	-- (--)	0.05 (0.05)	-- (--)
- Texmaco Defence Systems Pvt. Ltd. (Interest Received)	-- (--)	-- (--)	27.13 (26.40)	-- (--)	-- (--)	27.13 (26.40)	25.10 (33.93)
- Texmaco Transtrak Private Ltd. (Rent Received)	-- (--)	12.83 (3.04)	-- (--)	-- (--)	-- (--)	6.09 (3.04)	12.83 (1.52)
- Texmaco Transtrak Private Ltd. (Interest Received)	-- (--)	39.64 (30.22)	-- (--)	-- (--)	-- (--)	39.64 (30.22)	65.37 (35.50)
- Texmaco Rail Systems Private Ltd. (Rent Received)	-- (--)	0.06 (0.07)	-- (--)	-- (--)	-- (--)	0.06 (0.07)	-- (--)
- Texmaco Rail Electrification Private Ltd. (Rent Received)	-- (--)	0.05 (--)	-- (--)	-- (--)	-- (--)	0.05 (--)	-- (--)
- Bright-Vijaywargi JV (Sale of Goods & Services)	-- (--)	-- (--)	-- (--)	2796.59 (5536.84)	-- (--)	2796.59 (5536.84)	528.30 (1570.70)
- Bright-Vijaywargi JV (Mobilization Advance Received)	-- (--)	-- (--)	-- (--)	-- (637.82)	-- (--)	-- (637.82)	-- (196.88)
- JMC-GPT-Vijaywargi-Bright Power JV (Sale of Goods & Services)	-- (--)	-- (--)	-- (--)	123.85 (--)	-- (--)	123.85 (--)	122.21 (120.52)
- JMC-Vijaywargi-Bright Power JV (Sale of Goods & Services)	-- (--)	-- (--)	-- (--)	49.74 (--)	-- (--)	49.74 (--)	308.40 (264.39)
- Bright-Kalindee JV (Sale of Goods & Services)	-- (--)	-- (--)	-- (--)	744.47 (633.52)	-- (--)	744.47 (633.52)	239.38 (230.72)
- Bright-Texmaco JV (Sale of Goods & Services)	-- (--)	-- (--)	-- (--)	3518.28 (10747.90)	-- (--)	3518.28 (10747.90)	750.14 (1486.99)
- ISC Projects -Texmaco JV (Sale of Goods & Services)	-- (--)	-- (--)	-- (--)	1948.70 (--)	-- (--)	1948.70 (--)	356.46 (--)
- JMC-Vijaywargi-Bright Power JV (Amount paid on behalf of Company)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	1.15 (1.15)

Notes on Financial Statement

Transactions	Other Related Party	Subsidiary	Associate	Joint Ventures	Key Mgmt. Personnel	Grand Total	Balance outstanding as on 31/03/2021
- JMC-GPT-Vijaywargi-Bright Power JV (Amount paid on behalf of Company)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	2.45 (2.45)
- Kalindee Cobra JV (Sale of Goods)	-- (--)	-- (--)	-- (--)	1431.00 (1244.80)	-- (--)	1431.00 (1244.80)	573.41 (870.44)
- Kalindee Cobra JV (Amount paid by the company on behalf of others)	-- (--)	-- (--)	-- (--)	1.44 (0.60)	-- (--)	1.44 (0.60)	-- (--)
- Kalindee IL & FS JV (Sale of Goods)	-- (--)	-- (--)	-- (--)	19.64 (685.33)	-- (--)	19.64 (685.33)	1346.48 (2406.91)
- Kalindee Kapoor Railcon JV (Sale of Goods)	-- (--)	-- (--)	-- (--)	90.47 (2282.72)	-- (--)	90.47 (2282.72)	316.04 (2279.31)
- Kalindee Kapoor Railcon JV (Amount paid on behalf of the company)	-- (--)	-- (--)	-- (--)	1.71 (12.66)	-- (--)	1.71 (12.66)	-- (--)
- Kalindee Karthik JV (Sale of Goods)	-- (--)	-- (--)	-- (--)	112.64 (-4.78)	-- (--)	112.64 (-4.78)	529.31 (401.46)
- Kalindee Rahee JV (Amount paid by the company on behalf of others)	-- (--)	-- (--)	-- (--)	28.02 (1386.49)	-- (--)	28.02 (1386.49)	905.79 (2364.64)
- Kalindee URC JV (Sale of Goods)	-- (--)	-- (--)	-- (--)	212.25 (363.69)	-- (--)	212.25 (363.69)	181.43 (223.35)
- Kalindee URC JV (Amount paid by the company on behalf of others)	-- (--)	-- (--)	-- (--)	-- (2.81)	-- (--)	-- (2.81)	-- (--)
- Kalindee VNC JV (Amount paid by the company on behalf of others)	-- (--)	-- (--)	-- (--)	32.89 (178.79)	-- (--)	32.89 (178.79)	1681.28 (1604.02)
- GMR TPL KRNL JV (Sale of Goods)	-- (--)	-- (--)	-- (--)	849.28 (170.43)	-- (--)	849.28 (170.43)	878.34 (1270.02)
- Tata Projects- Kalindee JV (Sale of Goods)	-- (--)	-- (--)	-- (--)	553.49 (529.95)	-- (--)	553.49 (529.95)	465.30 (112.88)
- Texmaco SA (Pty) Ltd. (Services Received)	-- (--)	0.36 (73.01)	-- (--)	-- (--)	-- (--)	0.36 (73.01)	-- (5.77)
- Texmaco-Rahee JV (Sale of Goods)	-- (--)	-- (--)	-- (--)	691.05 (378.25)	-- (--)	691.05 (378.25)	67.24 (67.24)
- Texmaco-Asis JV (Sale of Goods)	-- (--)	-- (--)	-- (--)	12.05 (--)	-- (--)	12.05 (--)	-- (--)
Corporate Guarantee Given							
- Touax Texmaco Railcar Leasing Pvt. Ltd. (Against Sale of Wagons)	-- (--)	-- (--)	-- (--)	958.48 (--)	-- (--)	958.48 (--)	2664.87 (1706.39)
Corporate Guarantee Received							
- Texmaco Infrastructure & Holdings Ltd. (Against Cash Credit facility)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (5000.00)
- Belur Engineering Pvt. Ltd. (Against Term Loan Facility)	-- (--)	-- (4800.00)	-- (--)	-- (--)	-- (--)	-- (4800.00)	4800.00 (4800.00)

Note: Figures in brackets are for previous financial year.

** Loan (ICD) received from Shri Saroj Kumar Poddar during the year amounts to ₹ 6500.00 Lakh out of which ₹ 5000.00 Lakh is converted to Equity Share Capital by way of Preferential Allotment.

Loan (ICD) received from Adventz Finance Pvt. Ltd. during the year amounts to ₹ 1720.00 Lakh out of which ₹ 2900.00 Lakh is converted to Equity Share Capital by way of Preferential Allotment. Loan Repaid ₹ 900.00 during the year

Notes on Financial Statement

Note 1.42 Earning Per Share – The Numerator and Denominator used to calculate basic/diluted earning per share

Particulars		2020-21	2019-20
Net Profit for the period from ordinary activities attributable to equity shareholders (Excluding Preference Share Dividend) – used as numerator.	₹ in Lakhs	1,186.63	(6,584.03)
Weighted average number of Equity share outstanding used as denominator for Basic earning per share.	Number	22,74,42,678	22,48,57,832
Weighted Average Number of Equity share used on denominator for Diluted Earning Per Share	Number	22,74,42,678	22,48,57,832
(A) Basic Earning per share (face value of ₹ 1/- each)	₹	0.52	(2.93)
(B) Diluted Earning per share (face value of ₹ 1/- each)	₹	0.52	(2.93)

Note 1.43 Interest in Joint Venture (JV)

Particulars of the Company's interest in Jointly Controlled Entity is as below:

	Percentage of ownership	Country of Incorporation
TouaxTexmaco Railcar Leasing Pvt. Ltd	50%*	India
Wabtec Texmaco Rail Pvt. Ltd	40%	India

* Number of shares held by Texmaco Rail & Engineering Limited in TouaxTexmaco Railcar Leasing Pvt. Ltd is 1,26,49,999 equity shares, whereas number of equity shares held by Touax Rail Limited is 1,26,50,001.

The company's share in assets, liabilities, income and expense in the above jointly controlled entities as at and for the year ended March 31, 2021 is as follows:

(₹ in lakhs)

Name of Joint Venture	Company's share in				
	Assets	Liabilities	Income	Expenses	Profit/ (Loss) after Tax
Touax Texmaco Railcar Leasing Pvt. Ltd	13,926.39 (10,701.76)	8,897.05 (6,169.72)	1,484.42 (1,201.36)	811.41 (884.66)	673.01 (316.70)
Wabtec Texmaco Rail Pvt. Ltd	1,642.34 (1,795.76)	1,020.92 (1,346.55)	1,608.65 (1,764.77)	1,438.67 (1,658.85)	169.98 (105.92)

Note: Figures in bracket are of previous year figure.

Note 1.44 Employee Benefits Obligation:

The Company accounts for Gratuity, Leave and Provident Fund Liability at actuarial valuation at the end of the year i.e. March 31. Accordingly, these Liabilities have been computed by the actuary as at March 31, 2021.

Defined benefits Plans – As per Actuarial valuation as on March 31, 2021

Sl No.	Particulars	Funded Gratuity 2020-21	Funded Gratuity 2019-20	Unfunded Leave 2020-21	Unfunded Leave 2019-20
A	Amount Recognised in Balance Sheet				
	Present Value of defined benefit obligations	2,793.15	2,617.23	499.72	499.46
	Fair Value of Plan Assets	2,552.04	2,477.06	-	-
	Net asset / (liability) recognized in Balance Sheet	(241.11)	(140.17)	(499.72)	(499.46)
B	Change in Present Value of Obligations				
	Present Value of Obligation as at the beginning of the year	2,617.23	2,108.72	499.46	366.34
	Current Service Cost	206.97	194.43	93.70	67.51
	Interest (Income) / Cost	170.37	174.99	32.39	30.50
	Re- measurement (or Actuarial) (Gain)/Loss arising from :				
	change in demographic assumptions	1.59	20.36	6.04	26.66
	change in financial assumptions	1.60	44.61	(0.20)	5.63

Notes on Financial Statement

(₹ in Lakhs)

Sl No.	Particulars	Funded Gratuity 2020-21	Funded Gratuity 2019-20	Unfunded Leave 2020-21	Unfunded Leave 2019-20
	experience variance (i.e. Actual experience vs. assumptions)	183.57	(111.78)	(13.46)	(7.29)
	Past Service Cost	-	-	-	-
	Benefits Paid	(388.18)	(131.20)	(118.21)	(42.18)
	Acquisition Adjustment	-	317.10	-	52.29
	Present Value of Obligation as at the end of the year	2,793.15	2,617.23	499.72	499.46
C	Changes in the Fair Value of Plan Assets				
	Fair Value of Plan Assets as at the beginning of the year	2,477.06	2,054.61	-	-
	Investment Income	161.97	150.34	-	-
	Employer's Contribution	283.80	367.53	41.01	8.45
	Employee's Contribution	-	-	-	-
	Benefits paid	(372.94)	(131.20)	(41.01)	(8.45)
	Return on plan assets, excluding amount recognised in net interest expense	2.15	35.78	-	-
	Fair Value of Plan Assets at the end of the year	2,552.04	2,477.06	-	-
D	Expenses Recognised in the Income Statement				
	Current Service Cost	206.97	194.43	93.70	67.51
	Past Service Cost	-	-	-	-
	Net Interest Cost/(Income) on the Net Defined Benefit Liability / (Asset)	8.42	24.66	32.39	30.50
	change in demographic assumptions	-	-	6.04	26.65
	change in financial assumptions	-	-	(0.20)	5.63
	experience variance (i.e. Actual experience vs assumptions)	-	-	(13.46)	(7.28)
	Re-measurement (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling	-	-	-	-
	Expenses Recognised in the Income Statement	215.39	219.09	118.47	123.01
E	Other Comprehensive Income				
	Actuarial (gains) / losses arising from				
	change in demographic assumptions	1.59	20.36	-	-
	change in financial assumptions	1.60	44.62	-	-
	experience variance (i.e. Actual experience vs assumptions)	183.57	(111.77)	-	-
	Return on plan assets, excluding amount recognised in net interest expense	(2.15)	(35.78)	-	-
	Components of defined benefit costs recognised in other comprehensive income	184.61	(82.57)	-	-
F	Major categories of Plan Assets (as percentage of Total Plan Assets)				
	Government of India securities	-	-	-	-
	State Government securities	-	-	-	-
	High quality corporate bonds	-	-	-	-
	Equity shares of listed companies	-	-	-	-
	Property	-	-	-	-
	Special Deposit Scheme	-	-	-	-
	Funds managed by Insurer	100%	100%	-	-
	Bank balance	-	-	-	-
	Other Investments	-	-	-	-
	Total	100%	100%	-	-

G Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

Notes on Financial Statement

The significant actuarial assumptions were as follows:

Financial Assumptions	Gratuity		Leave	
	2021	2020	2021	2020
Discount rate (per annum)	6.40%	6.50%	6.40%	6.50%
Salary growth rate (per annum)	5.00%	5.00%	5.00%	5.00%

Demographic Assumptions	Gratuity		Leave	
	2021	2020	2021	2020
Mortality Rate (% of IALM 12-14)	100%	100%	100%	100%
Withdrawal rates, based on age: (per annum)				
Up to 30 years	3.00%	3.00%	3.00%	3.00%
31 - 44 years	2.00%	2.00%	2.00%	2.00%
Above 44 years	1.00%	1.00%	1.00%	1.00%
Rate of Leave Availment (per annum)	NA	NA	0.00%	0.00%
Rate of Leave Encashment during employment (P.A.)	NA	NA	0.00%	0.00%

H Sensitivity

The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are:

(₹ in Lakhs)

Particulars		Discount Rate (- / + 1%)	Salary Growth Rate (- / + 1%)	Attrition Rate (- / + 50% of attrition rates)	Mortality Rate (-/+10% of mortality rate)
Gratuity					
Increase/ (Decrease) in Liability	31.03.2021	(391.48)	(190.37)	(297.45)	(520.92)
Increase/ (Decrease) in Liability	31.03.2021	(191.15)	(393.45)	(314.52)	(523.97)
Increase/ (Decrease) in Liability	31.03.2020	(215.18)	(415.98)	(508.41)	(322.05)
Increase/ (Decrease) in Liability	31.03.2020	(413.66)	(214.49)	(494.54)	(317.33)
Leave					
Increase/ (Decrease) in Liability	31.03.2021	(147.55)	(109.62)	(131.53)	(237.91)
Increase/ (Decrease) in Liability	31.03.2021	(111.44)	(148.70)	(133.74)	(238.48)
Increase/ (Decrease) in Liability	31.03.2020	(117.44)	(155.94)	(250.06)	(140.26)
Increase/ (Decrease) in Liability	31.03.2020	(154.59)	(116.17)	(246.75)	(133.86)

The defined benefit obligations shall mature after the end of reporting period is as follows:

Expected cash flows over the next (valued on undiscounted basis):	Gratuity		Leave	
	2021	2020	2021	2020
1 Year	974.52	808.42	110.08	117.99
2 to 5 years	974.31	1,048.92	175.15	178.46
6 to 10 years	953.53	886.66	192.11	178.38
More than 10 years	994.71	980.26	314.60	278.64

I) Risk Exposure

Valuations are performed on certain basic set of pre-determined assumptions and other regulatory framework which may vary over time. Thus, the Company is exposed to various risks in providing the above gratuity benefit which are as Interest Rate risk, Liquidity Risk, Salary Escalation Risk, Demographic Risk, Regulatory Risk, Asset Liability Mismatching or Market Risk, Investment Risk etc.

Notes on Financial Statement

Note 1.45 Amount Remitted during the year to Non - Resident Shareholders Account of Dividend (As Certified by The Management)

(₹ in Lakhs)

Particulars	2020-21	2019-20
Number of Non-resident Shareholders	14	17
Number of Equity Shares held	12,590	14,840
Dividend remitted (₹ in Lakhs)	0.01	0.04
Year of Dividend paid	2019-20	2018-19

Note 1.46 Value of Raw Materials and Stores Consumed (Including Components and Spare Parts, Services etc.)

(₹ in Lakhs)

Particulars	2020-21		2019-20	
(a) Imported	9,070.57	7.30%	11,035.11	6.91%
(b) Indigenous	1,15,121.83	92.70%	1,48,667.29	93.09%
Total	1,24,192.40	100%	1,59,702.40	100.00

Note 1.47 Value of Imports on C.I.F. basis

(₹ in Lakhs)

Particulars	2020-21	2019-20
(a) Raw Materials	1,191.69	3,282.98
(b) Components, Spare Parts and Stores	1,409.24	3,221.96
(c) Capital Goods	-	-
Total	2,600.93	6504.94

Note 1.48 Analysis of Raw Material Consumed

(₹ in Lakhs)

Particulars	2020-21	2019-20
(a) M.S. & C.I. Scrap	2,487.68	4,305.77
(b) Plates & Sheets	62,609.46	74,857.33
(c) Rounds, Bars & Flats	49.15	32.95
(d) Structural	5,759.54	8,125.87
Total	70,905.83	87,321.92

Note 1.49 Consumption of raw materials, components, stores and spare parts includes profit/loss on sale thereof and exchange difference arising on Foreign Currency Transactions on account of import of Raw Materials/Stores and has been accounted under respective Revenue heads.

Note 1.50 Escalation, Insurance claims and other claims have been accounted for on accrual basis based on latest data available with the Company and where the realization of the amount is reasonable certain.

Note 1.51 Expenditure in Foreign Currency

(₹ in Lakhs)

Particulars	2020-21	2019-20
(a) R & D Expenses	-	8.44
(b) Travelling and Others	148.12	213.60
(c) Fees & Subscription	4.60	5.96
(d) General Charges (Charity & Donation, AAR Audit Fee, Books & Periodicals)	-	0.21
Total	152.72	228.21

Notes on Financial Statement

Note 1.52 Income in Foreign Exchange

(₹ in Lakhs)

Particulars	2020-21	2019-20
Export of Goods (F.O.B.)	10,255.24	14,506.79
	10,255.24	14,506.79

Note 1.53 Details of Inventory of Work in Progress

(₹ in Lakhs)

Particulars	2020-21	2019-20
Work-in- Process		
- Heavy Engineering Division	6,522.84	10,737.54
- Steel Foundry Division	7,437.01	9167.58
- Rail EPC	621.38	7887.20
Total	14581.23	27792.32

Note 1.54 As a part of company's risk management policy, the financial risks mainly relating to changes in the exchange rates are hedged by using a combination of forward contracts, besides the natural hedges.

(₹ in Lakhs)

Particulars	2020-21	2019-20
(a) - Un-hedged foreign currency exposure as at 31 st March 21 – Payables. USD:17,03,217 (Previous Year: Euro: 25,08,212 & USD: 40,56,276 & ZAR- 1,74,247)	1,252.38	9,463.97
(b) - Un-hedged foreign currency exposure as at 31 st March 21 – Receivable. AUD: 14,43,827 USD: 42,73,356, Euro: 21,54,954, JPY: 9,21,82,502 and NRS: 1,30,40,722 (Previous Year: AUD: 15,58,940, USD: 30,70,947 Euro: 16,11,772 NRS: 1,02,42,611 & JPY: 8,10,00,720)	6,494.80	5,107.03

Note 1.55 Details of Income/ Expenses Disclosed on Net Basis

(₹ in Lakhs)

Particulars	2020-21	2019-20
1 Profit/ Loss on sale of Property, Plant & Equipments		
Profit	19.90	79.18
Loss	27.47	0.43
Net	7.57	78.75
2 Profit on sale of current investment		
Mutual Funds & Others		
Profit	-	12.97
Loss	-	7.68
Net	-	5.29

Notes on Financial Statement

Note 1.56 Disclosure Pursuant to Ind AS 111 – Joint Arrangements

Name of Joint venture	Description of Interest/ (Description of Job)	Country of Residence
Kalindee Kartik JV	Jointly controlled operations (civil work and signaling at Sini Jharkhand, SE Railway) – 80%	India
Kalindee Kapoor RailconJV	i. Jointly controlled operations (civil work and signaling at Rani Keshwaganj, Rajasthan and Lucknow Pilibhit, Uttar Pradesh) – 71% ii. Jointly controlled operations (civil work and signaling at Lucknow Pilibhit, Uttar Pradesh) – 71% iii. Jointly controlled operations (civil work and signaling at Palanpur - Sarotra, Uttar Pradesh) – 70%	India
Kalindee IL&FS JV	Jointly controlled operations (civil work and signaling at Sholapur division of Central Railway in the state of Maharashtra, India) – 40%	India
Kalindee Rahee JV	i) Jointly controlled operations (civil work and signaling at Kolkata Metro division of KMRC in the state of Kolkata, India) – 70% ii) Jointly controlled operations (Ballastless Track work at Nagpur Metro division of MMRC in the state of Maharsashtra, India) - 60%	India
Kalindee Cobra JV	Jointly controlled operations (civil work and signaling at Bina Kota division of RVNL in the state of Rajasthan, India) – 78%	India
GMR-TPL-Kalindee JV	i. Jointly controlled operations (civil work and signaling of RVNL projects in the state of Uttar Pradesh) – 29% ii. Jointly controlled operations (civil work and signaling of RVNL projects in the state of Telangana) – 35.48%	India
Kalindee VNC JV	Jointly controlled operations (civil work and track work of Bangalore Metro & Delhi Metro in the state of Bangaluru and Delhi, India respectively) – 50%	India
Kalindee URC JV	Jointly controlled operations (civil work and signaling of RVNL Project in the state of Tamilnadu, India) – 50%	India
Tata projects – Kalindee JV	Jointly controlled operations (civil, signaling and electrification work of RVNL Project in the state of Assam, India) – 10%	India
Kalindee ASIS JV	Jointly controlled operations (Manufacturing and commissioning of Automatic Fare collection Systems at Mumbai Metro division of MMRC in the state of Maharashtra, India) - 90%	India
Bright - Kalindee JV	i) Jointly controlled operations (OHE & signaling work of RVNL Project in the state of Andhra Pradesh, India) - 30% ii) Jointly controlled operations (Civil, OHE & signaling work of RVNL Project in the state of West Bangal, India) - 89.22%	India
JMC-GPT-Vijaywargi-Bright Power JV	Joint Operations (S & T OHE & General Electrical Works, Tamluk Basuliya, West Bengal) BPP-12.032%	India
JMC-Vijaywargi-Bright Power Joint Venture	Joint Operations (S & T OHE & General Electrical Works, Jaroli Basantpur, Orissa) BPP-16.58%	India
Bright-Vijaywargi	Joint Operations (25KV, 50 HZ Single phase traction, OHE, Scada, Gen. Ele.Works, Civil Works between Jakhal-Hissar BPP-82%, VIJAYWARGI -18%	India
Bright-Vijaywargi	Joint Operations (25KV, 50 HZ Single phase traction, OHE, SwitchingStn, Traction Sub Station, Scada,Gen. Ele. Works, Civil Works between Rajpura-Dhuri-Lehera-Mohabbat BPP-82%, VIJAYWARGI -18%	India
ISC Project Texmaco JV	Joint Operation Civil works, S&T, OHE work between Badmal-Titlagarh section, Odisha, India)-BPP: 28.57%	India

Notes on Financial Statement

Note 1.57 Financial Risk Management Objectives and policies-

The Company's activities expose it to Credit Risk, Liquidity Risk, Market Risk, and Equity Price Risk.

This note explains the source of risk which the Company is exposed to and how the Company manages the risk and the impact. The management of the company ensures that risks are identified, measured and mitigated in accordance with the Risk Management Policy of the company. The Board provides guiding principles on risk management and also review these risks and related risk management policies which are given as under.

The Company's financial liabilities comprise borrowings, capital creditors and trade and other payables. The company's financial assets include trade and other receivables, cash and cash equivalents, investments including investments in subsidiaries, loans & advances and deposits

- A. Credit Risk** – A risk that counterparty may not meet its obligations under a financial instrument or customer contract, leading to a financial loss is defined as Credit Risk. The Company is exposed to credit risk from its operating and financial activities.

Customer credit risk is managed by the respective marketing department subject to the Company's established policy, procedures and control relating to customer credit risk management. The Company reviews the creditworthiness of these customers on an on-going basis. The Company estimates the expected credit loss on the basis of past data, experience and policy laid down in this respect. The maximum exposure to the credit risk at the reporting date is the carrying value of the trade receivables disclosed in Note 1.12 as the Company does not hold any collateral as security. The Company has a practice to provide for doubtful debts as per its approved policy.

- B. Liquidity Risk** – A risk that the Company may not be able to settle or meet its obligations at a reasonable price is defined as liquidity risks. The Company's treasury department is responsible for managing liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of cash credits, Term loans among others.

- C. Interest Risk** – Interest Risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market interest rates. The Company's exposure to the risk of change in market interest rates related primarily to the company's short term borrowing (excluding commercial paper) with floating interest rates. For all long term borrowings with floating rates, the risk of variation in the interest rates is mitigated through interest rate swaps. The Company constantly monitors the credit markets and rebalances its financing strategies to achieve on optimal maturity profile and financing cost.

- D. Market Risk** – A risk that the fair value of future cash flows of a financial instrument may fluctuate because of changes in market prices is defined as Marketing Risk. Such changes in the value of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes.

(i) Foreign Currency Risk – A risk that the fair value or future value of the cash flows of an forex exposure will fluctuate because of changes in foreign exchange rates is defined as Foreign Currency Risk. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's export, import and foreign currency loan/ derivatives operating activities. The Company, as per its risk management policy, uses foreign exchange and other derivative instruments primarily to hedge foreign exchange exposure. The management monitors the foreign exchange fluctuations on a continuous basis.

(ii) Foreign currency sensitivity – The following table demonstrates the sensitivity to a reasonably possible change in USD and Euro exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities. The Company's exposure to foreign currency changes for all other currencies are not material.

Notes on Financial Statement

Particulars	(₹ in Lakhs)	
	As on 31.03.2021	As on 31.03.2020
Foreign Currency (Payable) / Receivable (net) – EURO	1,855.42	(1,555.37)
Foreign Currency (Payable) / Receivable (net) - USD	1,888.89	(4,250.97)
Impact		
- EURO/INR- Increase by 10%	18.55	(15.55)
- EURO/INR- Decrease by 10%	(18.55)	15.55
USD/INR- Increase by 10%	18.88	(42.51)
USD/INR- Decrease by 10%	(18.88)	42.51

E. Equity Price Risk – A risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in equity prices (other than those arising from interest rate or foreign exchange rate risk), whether those changes are caused by factors specific to the individual financial instruments or its issuer, or by factors affecting all similar financial instruments traded in the market is defined as Equity Price Risk.

The Company generally invests in the equity shares of the Subsidiaries, Associates, Joint Ventures and some of the group companies as part of the Company's overall business strategy and policy. The Company manages the equity price risk through placing limits on individual and total equity investment in each of the subsidiaries and group companies based on the respective business plan of each of the companies. The Company's investment in quoted equity instruments (other than above) is not material. For sensitivity analysis of Company's investments in equity instruments, refer Note No. 1.04(Fair Value).

Note 1.58 Capital Management

The Company's objective when managing capital (defined as net debt and equity) is to safeguard the Company's ability to continue as a going concern in order to provide returns to shareholders and benefits for other stakeholders, while protecting and strengthening the Balance Sheet through the appropriate balance of debt and equity funding. The Company manages its capital structure and makes adjustments to it, in taking into consideration the economic conditions and strategic objectives of the Company.

Note 1.59 Fair Value

Carrying amounts and fair values Fair Value through Profit & Loss (FVTPL) of financial instruments, including their levels in the fair value hierarchy has been mentioned in Note No. B (ix) and has been mentioned in Note No 1.04 and Note No 1.11. All the investments which have been fair valued are classified under Level – 1.

Notes on Financial Statement

Note 1.60 Financial Instruments

A . Accounting classification and Fair Value

(₹ in Lakhs)

31st March 2021	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost*	Total	Level 1	Level 2	Level 3	Total
Financial Assets (Long Term)								
- Investments	-	3,935.36	5,278.60	9,213.96	3,935.36	5,278.60	-	9,213.96
- Loans & Advances	-	-	568.11	568.11	-	-	568.11	568.11
- Bank Balances	-	-	1,025.16	1,025.16	-	-	1,025.16	1,025.16
- Others	-	-	178.53	178.53	-	-	178.53	178.53
Financial Assets (Short Term)								
- Investments	3,546.91	-	-	3,546.91	3,546.91	-	-	3,546.91
- Trade Receivable	-	-	61,135.21	61,135.21	-	-	61,135.21	61,135.21
- Cash and cash equivalents	-	-	2,239.28	2,239.28	-	-	2,239.28	2,239.28
- Bank Balances & Others	-	-	8,270.02	8,270.02	-	-	8,270.02	8,270.02
- Loans & Advances	-	-	5,050.09	5,050.09	-	-	5,050.09	5,050.09
Total	3,546.91	3,935.36	83,745.00	91,227.27	7,482.27	5,278.60	78,466.40	91,227.27
Financial liabilities (Long Term)								
- Borrowings			3,575.21	3,575.21			3,575.21	3,575.21
Financial liabilities (Short Term)								
- Borrowings			72,690.04	72,690.04			72,690.04	72,690.04
- Trade Payable			42,996.54	42,996.54			42,996.54	42,996.54
- Other Financial Liabilities			6,027.03	6,027.03			6,027.03	6,027.03
			-	-			-	-
Total	-	-	125,288.82	125,288.82	-	-	125,288.82	125,288.82

(₹ in Lakhs)

31st March 2020	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost*	Total	Level 1	Level 2	Level 3	Total
Financial Assets (Long Term)								
- Investments	-	1,811.76	4,808.77	6,620.53	1,811.76	4,808.77	-	6,620.53
- Loans & Advances	-	-	578.05	578.05	-	-	578.05	578.05
- Bank Balances	-	-	1,109.34	1,109.34	-	-	1,109.34	1,109.34
- Others			103.60	103.60	-	-	103.60	103.60
Financial Assets (Short Term)								
- Investments	3,335.86	-	-	3,335.86	3,335.86	-	-	3,335.86
- Trade Receivable			64,453.84	64,453.84	-	-	64,453.84	64,453.84
- Cash and cash equivalents			1,658.41	1,658.41	-	-	1,658.41	1,658.41
- Bank Balances & Others			6,684.65	6,684.65	-	-	6,684.65	6,684.65
- Loans & Advances			4,856.50	4,856.50	-	-	4,856.50	4,856.50
Total	3,335.86	1,811.76	84,253.16	89,400.78	5,147.62	4,808.77	79,444.39	89,400.78
Financial liabilities (Long Term)								
- Borrowings			5,269.99	5,269.99			5,269.99	5,269.99
Financial liabilities (Short Term)								
- Borrowings			69,710.54	69,710.54			69,710.54	69,710.54
- Trade Payable			55,412.12	55,412.12			55,412.12	55,412.12
- Other Financial Liabilities			5,473.25	5,473.25			5,473.25	5,473.25
Total	-	-	135,865.90	135,865.90	-	-	135,865.90	135,865.90

* The carrying value and the fair value approximates.

Notes on Financial Statement

B. Measurement of fair values

The table shown below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined below:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

B. Valuation techniques

The following methods and assumptions were used to estimate the fair values

- 1) Fair value of the cash and short term deposits, current loans and advances and other current financial liabilities, short term borrowing from banks and other financial institutions and other similar items approximate their carrying value largely due to short term maturities of these instruments.
- 2) Long-term receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual credit worthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.
- 3) The fair value of unquoted instruments, loans from banks/financial institution and other financial liabilities is estimated by discounting future cash flows using rates currently available for debt of similar terms, credit risk and remaining maturities.

Note 1.61 Tax Expense

(₹ in Lakhs)

Particulars	For the Year ended	
	31.03.2021	31.03.2020
a) Tax Expense		
Current Tax		
- Current tax on profits for the year	-	747.00
- Adjustments for current tax of prior periods	(21.80)	(110.78)
- Total current tax expense	(21.80)	636.22
Deferred Tax		
- Decrease/(increase) in deferred tax assets	(524.79)	(3,702.16)
- (Decrease)/increase in deferred tax liabilities	519.43	36.86
- Total deferred tax expenses/(benefit)	(5.36)	(3,665.30)
MAT credit entitlement	-	(258.00)
Tax Expense	(27.16)	(3,287.08)
b) Reconciliation of tax expenses and the accounting profit multiplied by India's tax rate		
Profit before tax	1,159.47	(9,871.11)
Tax at the Indian tax rate of 34.944% (previous year - 34.944%)	405.17	(3,449.36)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income		
- Corporate social responsibility expenditure	4.19	22.00
- Disallowance of estimated expenditure to earn tax exempt income	-	10.83
- Others	-	160.74
Tax effect of amounts which are deductible (non-taxable) in calculating taxable income		
- Weighted deduction on R&D expenses	-	(18.56)
- Income from Investment	(82.12)	(78.97)
- Income from rented property	(101.68)	(38.49)
- Others	-	(27.61)
Tax effect of other adjustment		
- Income tax for earlier years	(21.80)	(110.78)
- MAT Credit/carry forward losses adjustment & Others	(230.92)	243.12
Tax Expense	(27.16)	(3,287.08)

Notes on Financial Statement

Note 1.62: Information on Segment Working is given below:

(₹ in Lakhs)

Particulars	2020-21				2019-20			
	Heavy Engg. Division	Steel Foundry	Rail EPC	Total	Heavy Engg. Division	Steel Foundry	Rail EPC	Total
	1	2	3	4 (1+2+3)	1	2	3	4 (1+2+3)
Revenue (Net of Excise Duty and Cess)								
Gross Sales	72,896.27	31,657.35	77,570.92	182,124.54	83,642.51	34,781.42	82,449.14	200,873.07
Internal-Segment Sales	(1,728.57)	(12,328.54)	-	(14,057.11)	(1,810.74)	(17,036.78)	-	(18,847.52)
Other Operating Revenue	289.60	305.45	211.32	806.37	1,154.43	-	-	1,154.43
Total	71,457.30	19,634.26	77,782.24	168,873.80	82,986.20	17,744.64	82,449.14	183,179.98
Result								
Segment Result	1,501.92	1,426.86	5,150.06	8,078.84	3,071.59	4,026.80	4,231.55	11,329.94
Others (Net of Unallocated Expenses)				1,003.53				421.13
Operating Profit/(Loss)				9,082.37				11,751.07
Interest Expense				(9,006.99)				(7,900.93)
Interest Income				1,084.09				1,270.72
Total Profit/(Loss) before Tax				1,159.47				5,120.86
Provision for Current Tax				-				(489.00)
Provision for Deferred Tax				5.36				3,665.30
Income Tax for Earliar Year				21.80				110.78
Profit/(Loss) from ordinary activities				1,186.63				8,407.94
Extra ordinary items				-				(14,991.97)
Net Profit/(Loss)				1,186.63				(6,584.03)
Other Information								
Segment Assets	88,439.86	40,593.12	122,364.07	251,397.05	97,374.08	46,204.23	135,121.26	278,699.57
Unallocated Corporate assets				12,760.87				9,956.39
Total assets				264,157.92				288,655.96
Segment liabilities	51,346.45	9,518.38	89,326.77	150,191.60	57,870.19	19,387.91	108,606.89	185,864.99
Unallocated corporate liabilities				-				-
Total Liabilities				150,191.60				185,864.99
Capital expenditure				1,500.04				7,359.05
Depreciation				3,725.67				3,590.85
Non-cash expenses other than depreciation				330.91				494.24

The Company operates predominantly within the geographical limits of India and accordingly secondary segments have not been considered.

Note 1.63 COVID-19 Impact

The vigorous spread of COVID – 19 pandemic including the more lethal second wave continues to affect the businesses across India and the operations of the Company. Despite intermittent disruptions during the year in regular operations of the Company due to COVID – 19 pandemic, requiring lockdown, restrictive measures & other emergency measures, resulting in frequent interruption of working, the Company has been able to perform reasonably during the year ended 31st March, 2021.

Besides above, the 'Amphan' cyclone in the month of May, in the state of West Bengal affected the operations of the plants of the Company, which also impacted the performance during the year. The actual impact of COVID-19's impact would be recognized prospectively at a later date through monitoring the prevalent future economic conditions its impact. In view of the situation still being uncertain, with increased number of cases reported everyday, we are unable to assess the extent and duration of COVID-19's overall impact on the Company's business operations at this stage.

Notes on Financial Statement

Note 1.64 Disclosures as per Ind AS 115 "Revenue from contract with customer"

(₹ in Lakhs)

Class of Goods		Sales	Opening Stock	Closing Stock
Wagons	2020-21	61,708.52	4,194.87	478.09
	2019-20	63,879.18	113.32	4,194.87
Rail EPC	2020-21	77,570.92	-	-
	2019-20	82,449.14	-	-
Structurals	2020-21	3,025.00	645.77	725.85
	2019-20	4,883.06	1,499.64	645.77
Bridges	2020-21	2,097.03	56.69	99.44
	2019-20	2,206.88	76.72	56.69
Locomotive and its Components	2020-21	2,341.32	189.59	151.57
	2019-20	8,914.65	-	189.59
Site Fabrication and Erection	2020-21	1,974.50	-	-
	2019-20	1,878.27	-	-
Steel Castings & Ingots (Including Draft Gear 4000 Sets)	2020-21	31,655.71	-	-
	2019-20	34,781.42	-	-
Power Tiller/Reaper	2020-21	-	7.41	7.41
	2019-20	-	7.41	7.41
Ring Frames, Doublers and Worsted Ring Frames	2020-21	-	0.61	0.61
	2019-20	-	0.61	0.61
Speed Frames	2020-21	-	0.39	0.39
	2019-20	-	0.39	0.39
Other Sales	2020-21	1,749.90	-	-
	2019-20	1,880.47	-	-
Add: Other Operating Revenue / Income	2020-21	806.37	-	-
	2019-20	1,154.43	-	-
Gross Sales total	2020-21	182,929.27	5,095.33	1462.29
	2019-20	202,027.50	1,698.09	5,095.33
Less: Inter Segment	2020-21	14057.11	-	-
	2019-20	18,847.52	-	-
Total Operating Revenue / Income from Operations	2020-21	168,873.80	5,095.33	1462.29
	2019-20	183,179.98	1,698.09	5,095.33

Note 1.65 Previous year figure have been regrouped/ rearranged/ restated/ recast wherever necessary to confirm this year classification.

Note 1.66 Figures below ₹ 500/- have been omitted for rounding off, ₹ 500/- and above have been rounded off to the next ₹ 1000/-.

Notes referred to above form an integral part of the Financial Statements
In terms of our Report of even date attached herewith.

For **L. B. Jha & Co.**

Chartered Accountants

Firm Registration No: 301088E

D.N. Roy

Partner

Membership No.300389

Place: B2/1, Gillander House

8, Netaji Subhas Road

Kolkata-700 001

Dated: 14th May, 2021

Ravi Varma

Company Secretary

Directors

S. K. Poddar

A. C. Chakrabortti

Indrajit Mookerjee

A. K. Gupta

D. H. Kela

A. K. Vijay

Notes on Financial Statement

Statement containing salient features of the financial statement of subsidiary as at 31.03.2021

Part "A": Subsidiaries

SL. NO.	Name of Subsidiary Company	Belur Engineering Private Limited	Texmaco Transtrak Private Limited	Texmaco Rail Electrification Limited	Texmaco S.A. PTY	Texmaco Rail Systems Pvt. Ltd.	Texmaco Engineering Udyog Pvt. Ltd.
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	No	No	No	No	No	No
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Na	Na	Na	ZAR 1 ZAR= INR 4.2325	Na	Na
3	Share Capital	10.00	1.00	2.00	-	1.49	1.00
4	Reserves & Surplus	24.97	(456.85)	(0.26)	-	(1.64)	(0.18)
5	Total Assets	2,781.98	48.74	1.89	-	0.14	0.97
6	Total Liabilities	2,747.01	504.59	0.15	-	0.29	0.15
7	Investments	-	-	-	-	-	-
8	Turnover	330.56	10.99	-	-	-	-
9	Profit/Loss before Taxation	20.61	(435.77)	(0.26)	(0.11)	(0.90)	(0.18)
10	Provision for Taxation	-	(0.11)	-	-	-	-
11	Profit/Loss after Taxation	20.61	(435.66)	(0.26)	(0.11)	(0.90)	(0.18)
12	Proposed Dividend	NIL	NIL	NIL	NIL	NIL	NIL
13	% of shareholding	100%	51%	100%	NA	67.11%	100%

Statement Pursuant to Section 129 (3) of the Companies Act, 2013 related to Joint Venture

Part "B": and Joint Ventures

Name of Joint Ventures	Touax Texmaco Railcar Leasing Private Limited	Wabtec Texmaco Rail Private Limited
1. Latest audited Balance Sheet Date	31st. March' 2021 (Audited)	31st. March' 2021 (Audited)
2. Shares of Associate/ Joint Ventures held by the company on the year end		
Numbers	1,26,49,999	32,81,700
Amount of Investment in Joint Venture	1,264.99	328.17
Extent of Holding (in %)	50%	40%
3. Description of how there is significant Influence	Holding more than 20%	Holding more than 20%
4. Reason why the Joint Venture is not Consolidated	N.A.	N.A.
5. Net worth attributable to Shareholding as per latest audited Balance Sheet	10,058.68	1,553.54
6. Profit / Loss for the year	1346.02	424.96
i. Considered in Consolidation	673.01	169.98
i. Not Considered in Consolidation	673.01	254.98

1. Names of associates or joint ventures which are yet to commence operations.

NIL

2. Names of associates or joint ventures which have been liquidated or sold during the year

NIL

Notes referred to above form an integral part of the Financial Statements
In terms of our Report of even date attached herewith.

For **L. B. Jha & Co.**

Chartered Accountants

Firm Registration No: 301088E

D.N. Roy

Partner

Membership No.300389

Place: B2/1, Gillander House

8, Netaji Subhas Road

Kolkata-700 001

Dated: 14th May, 2021

Ravi Varma

Company Secretary

Directors

S. K. Poddar

A. C. Chakrabortti

Indrajit Mookerjee

A. K. Gupta

D. H. Kela

A. K. Vijay

Independent Auditor's Report

To
The Members of
TEXMACO RAIL & ENGINEERING LIMITED

Report on the Audit of the Consolidated Financial Statements

Basis for Opinion

Opinion

1. We have audited the accompanying consolidated financial statements of TEXMACO RAIL & ENGINEERING LIMITED (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associate and jointly controlled entities, which comprise the Consolidated Balance Sheet as at 31st March, 2021, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements including a summary of significant accounting policies and other explanatory information (herein after referred to as "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors on separate financial statements of the subsidiaries and jointly controlled entities referred to in the Other Matters paragraph, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of their consolidated state of affairs of the Group as at March 31, 2020, of consolidated profit (including Other Comprehensive Income), consolidated changes in equity and its consolidated cash flows for the year ended on that date.

2. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained along with the consideration of audit reports of the other auditors referred to in sub paragraph (a) of the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

3. Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report in respect of the units audited by us:

Key Audit Matter	Procedures Performed
<p>Contingent Liabilities</p> <p>The Company operates in a complex tax environment and is required to discharge direct and indirect tax obligations under various legislations such as Income Tax Act, 1961, the Finance Act, 1994, Goods and Services Tax Acts and VAT Acts of various states.</p> <p>The tax authorities under these legislations have raised certain tax demands on the Company in respect of the past periods. The Company has disputed such demands and has appealed against them at appropriate forums. As at March 31, 2021 the Company has an amount of ₹17,829.22 Lakhs involved in various pending tax litigations.</p> <p>Ind AS 37 requires the Company to perform an assessment of the probability of economic outflow on account of such disputed tax matters and determine whether any particular obligation needs to be recorded as a provision in the books of account or to be disclosed as a contingent liability. Considering the significant degree of judgement applied by the management in making such assessments and the resultant impact on the financial statements, we have considered it to be an area of significance for our audit.</p>	<p>Principal Audit Procedures</p> <p>In assessing the exposure of the Company for the tax litigations, we have performed the following procedures:</p> <ul style="list-style-type: none"> • Obtained an understanding of the process laid down by the management for performing their assessment taking into consideration past legal precedents, changes in laws and regulations, expert opinions obtained from external tax / legal experts (as applicable); • Assessed the processes and entity level controls established by the Company to ensure completeness of information with respect to tax litigations; • Along with our tax experts, we undertook the following procedures: • Reading communications with relevant tax authorities including notices, demands, orders, etc., relevant to the ending litigations, as made available to us by the management; • Testing the accuracy of disputed amounts from the underlying communications received from tax authorities and responses filed by the Company; • Considered the submissions made to appellate authorities and expert opinions obtained by the Company from external tax / legal experts (wherever applicable) which form the basis for management's assessment; • Assessed the positions taken by the management in the light of the aforesaid information and based on the examination of the matters by our tax experts. • Read the disclosures included in the Standalone Ind AS Financial Statements in accordance with Ind AS 37.

No Key Audit Matters has been communicated to us in respect of one unit and one subsidiary and one jointly controlled entity which have been audited by other auditors.

Other Information

4. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board Report, Business Responsibility Report, Corporate Governance and Shareholders' Information but does not include the consolidated financial statements and our auditor's report thereon. The aforesaid documents are expected to be made available to us after the date of this auditor's report.
5. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
6. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.
7. When we read the aforesaid documents, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Management's Responsibility for the Consolidated Financial Statements

8. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and statement of changes in equity of the Group including its associate and jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards prescribed under Section 133 of the Act, read with Rules issued thereunder. The respective Board of Directors of the companies included in the Group and of its associate and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and of its associate and jointly controlled entities and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent;

and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

9. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group including its associate and jointly controlled entities are responsible for assessing the ability of the Group and its associate and jointly controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
10. The respective Board of Directors of the companies included in the Group and its associate and jointly controlled entities are responsible for overseeing the financial reporting process of the Group and of its associate and jointly controlled entities.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

11. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
12. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis

for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtained an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Group, its associate and its jointly controlled entities which are companies incorporated in India have adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group, its associate and its jointly controlled entities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group, its associate and its jointly controlled entities to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its jointly controlled entities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have

been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

13. We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
14. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matters or when we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.
16. Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

Other Matters

- 17 (a) We did not audit the financial statements of one unit included in the standalone Ind AS financial statements of the Company whose financial statements reflect total assets ₹ 95376.37 lakhs as at 31st March, 2021 and total revenues of ₹ 58773.72 lakhs, total loss of ₹ 1914.94 lakhs, total comprehensive loss of ₹ 1750.52 lakhs and cash flows (net) of ₹ 560.22 lakhs for the year ended on that date. The financial statements of

this unit has been audited by the branch auditor whose report has been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of this unit, is based solely on the report of such branch auditor.

- (b) We did not audit the financial statements of one subsidiary included in the consolidated financial statements, whose financial statements reflect total assets of ₹ 2781.98 lakhs as at March 31, 2021, total revenues of ₹ 339.83 lakhs, total net profit after tax of ₹ 20.61 lakhs and total comprehensive income of ₹ 20.61 lakhs and cash flows (net) of ₹ 2.92 lakhs for the year ended on that date as considered in the financial statements. The consolidated financial statements also include the Group's share of net profit of ₹ 673.01 lakhs and total comprehensive income of ₹ 673.01 lakhs for the year ended March 31, 2021 as considered in the consolidated financial statements in respect of one jointly controlled entity, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on these consolidated financial statements, in so far as it relates to the amount and disclosures included in respect of the subsidiary and these jointly controlled entities are based solely on the reports of such other auditors.
- (c) The consolidated financial statements include the unaudited financial statements of one jointly controlled entity whose financial statements reflect Group's share of total net profit after tax of ₹ 169.98 lakhs and total comprehensive income of ₹ 171.21 lakhs for the year ended March 31, 2021, as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the Holding Company's Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of this entity is based solely on such unaudited Financial Statements certified by the Management as stated above. Any adjustment upon audit by the respective auditors to the unaudited Financial Statements could have consequential effects on the Consolidated Financial Results. In our opinion and according to the information and explanations given to us by the Holding Company's Management, these

Financial Statements are not material to the Group.

- (d) The consolidated financial statements include the unaudited financial information of one subsidiary which is located outside India whose financial information reflect Group's share of total assets of ₹ Nil as March 31, 2021, Group's share of total revenue of ₹ 0.36 lakhs and Group's share of total net loss after tax of ₹ 0.11 lakhs and total comprehensive loss of ₹ 0.11 lakhs for the year ended March 31, 2021, as considered in the consolidated financial statements. The financial information has been prepared in accordance with accounting principles generally accepted in their respective countries and has not been audited by us. This financial information is unaudited and has been furnished to us by the Management. The Company's Management has converted the financial statements of the subsidiary located outside India from accounting principles generally accepted in their respective country to accounting principles generally accepted in India and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this subsidiary is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, this financial information is not material to the Group.

Our opinion on the consolidated Financial Statements is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements/ information certified by the Board of Directors.

Report on Other Legal and Regulatory Requirements

18. As required by Section 143 (3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion proper books of accounts as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) Accounting Standards specified under Section 133 of the Act, read with relevant Rules issued thereunder.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2021 taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary companies, its associate and jointly controlled entities, none of the directors of the Group's companies and its associate and jointly controlled entities incorporated in India is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate report in "Annexure A", which is based on the auditor's report of the parent, subsidiary companies and jointly controlled entities, which are companies incorporated in India.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: According to the information and explanations given to us and the records of the Group examined by us, the managerial remuneration paid or provided to one Executive Directors is in excess of the prescribed limits mandated by the provisions of section 197 read with Schedule V of the Act for which the Holding Company is in the process of taking approval from shareholders through a Special Resolution in the ensuing Annual General Meeting.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associate and jointly controlled entities – Refer Note 1.43 to the consolidated financial statements.
 - ii. The Group and its associate and jointly controlled entities did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiary companies, its associate and jointly controlled entities companies incorporated in India.

For **L. B. Jha & Co.**
Chartered Accountants
Firm Registration No: 301088E

(D.N. Roy)
Partner

Place: Kolkata
Date: 14.05.2021

Membership No. 300389
UDIN:21300389AAAAET2326

ANNEXURE –A TO THE INDEPENDENT AUDITOR’S REPORT to the members of TEXMACO RAIL & ENGINEERING LIMITED

[Referred to in paragraph 18 (f) of the Auditors’ Report of even date]

Report on the Internal Financial Control under Clause (i) of Sub – section 3 of Section 143 of the Companies Act, 2013(“the Act”)

1. We have audited the internal financial controls over financial reporting of TEXMACO RAIL & ENGINEERING LIMITED. (Hereinafter referred to as “the Holding Company”), its subsidiaries (the Holding Company and its subsidiaries together referred to as “the Group”) and its jointly controlled entities, which are companies incorporated in India as of 31st March 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

2. The respective Board of Directors of the of the Holding Company, its subsidiary companies and its jointly controlled entities, which are companies incorporated in India, are responsible for establishing and maintaining internal financial control based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

3. Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company, its subsidiaries and jointly controlled entities which are companies incorporated in India based on our audit. We conducted our audit in accordance with the “Guidance Note” and the Standard on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable. Those Standards and the Guidance

Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting includes obtaining an understanding of internal financial control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedure selected depends on the auditor’s judgment, including the assessment of the risk of material misstatement of the financial statement, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies and its jointly controlled entities, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting the Company, its subsidiary companies and its jointly controlled entities which are companies incorporated in India

Meaning of Internal Financial Control over Financial Reporting

6. A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statement for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that
 - 1) pertain to the maintenance of the records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
 - 2) provide reasonable assurance that the transactions are recorded as necessary to

permit preparation of financial statement in accordance with generally accepted accounting principles, and that receipts and expenditure of the company are being made only in accordance with authorization of management and directors of company; and

- 3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statement.

Inherent Limitations of Internal Financial Control over Financial Reporting

7. Because of inherent limitation of internal financial control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to errors or fraud may occur and not be detected. Also, projections of any evaluations of the internal financial control over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of the other auditors referred to in the Other Matters paragraph below, the Holding Company its subsidiary companies and its jointly controlled entities, which are companies incorporated

in India, have, in all material respect, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2021, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting, issued by ICAI.

Other Matters

9. Our aforesaid reports under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the Internal Financial Controls over financial reporting in so far as it relates to the Kalindee unit is based on the corresponding report of the branch auditor.
10. Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to one subsidiary company and one jointly controlled entity, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

For **L. B. Jha & Co.**
Chartered Accountants
Firm Registration No: 301088E

(D.N. Roy)
Partner

Place: Kolkata
Date: 14.05.2021

Membership No. 300389
UDIN:21300329AAAA2326

Consolidated Balance Sheet as at 31st March, 2021

(₹ in Lakhs)

Particulars	Note No.	As at 31.03. 2021	As at 31.03. 2020
I ASSETS			
(1) Non-Current Assets			
(a) Property, Plant & Equipment	1.01	37,530.48	40,441.18
(b) Right-of-Use Assets	1.02a	44.01	44.69
(c) Capital work-in-progress	1.02b	392.92	735.42
(d) Investment Property	1.02c	2,983.74	3,073.55
(e) Other Intangible Assets	1.03	57.57	104.14
(f) Financial Assets			
(i) Investments	1.04	9,586.22	6,561.36
(ii) Loans	1.05	568.36	725.03
(iii) Bank Balance	1.06	1,025.16	1,109.34
(iv) Others	1.07	178.53	103.60
(g) Deferred Tax Assets (Net)	1.08	8,216.59	8,211.10
(h) Other Non current Assets	1.09	503.26	762.56
		61,086.84	61,871.97
(2) Current Assets			
(a) Inventories	1.10	30,929.65	53,707.04
(b) Financial Assets			
(i) Investments	1.11	3,546.91	3,499.62
(ii) Trade Receivables	1.12	61,148.82	64,450.00
(iii) Cash & cash equivalents	1.13	2,260.14	1,676.29
(iv) Bank balances other than (iii) above	1.14	8,270.02	6,684.65
(v) Loans	1.15	1,877.52	1,470.69
(c) Current Tax Assets (Net)	1.16	3,144.66	2,189.23
(d) Other Current Assets	1.17	91,923.23	93,106.54
		203,100.95	226,784.06
TOTAL ASSETS		264,187.79	288,656.03
II EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share capital	1.18	2,503.43	2,248.59
(b) Other Equity	1.19	111,636.53	100,484.61
Non-Controlling Interest		(223.41)	(9.84)
(2) Non-Current Liabilities:			
(a) Financial Liabilities			
(i) Borrowings	1.20	3,575.21	5,269.99
(b) Provisions	1.21	936.66	816.08
(c) Other non current liabilities	1.22	11,946.21	17,814.34
		16,458.08	23,900.41
(3) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	1.23	72,690.04	69,711.48
(ii) Trade Payables			
(A) total outstanding dues of micro enterprises and small enterprises		-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises	1.24	43,016.86	55,416.13
(iii) Other financial liabilities	1.25	6,074.56	5,546.64
(b) Other current liabilities	1.26	8,858.13	14,636.39
(c) Provisions	1.27	3,173.57	16,721.62
		133,813.16	162,032.26
TOTAL EQUITY AND LIABILITIES		264,187.79	288,656.03
Summary of significant accounting Policies & Notes	B		

Notes referred to above form an integral part of the Financial Statements

In terms of our Report of even date attached herewith.

For **L. B. Jha & Co.**

Chartered Accountants

Firm Registration No: 301088E

D.N. Roy

Partner

Membership No.300389

Place: B2/1, Gillander House

8, Netaji Subhas Road

Kolkata-700 001

Dated: 14th May, 2021

Ravi Varma

Company Secretary

Directors
S. K. Poddar
A. C. Chakrabortti
Indrajit Mookerjee
A. K. Gupta
D. H. Kela
A. K. Vijay

Consolidated Statement of Profit and Loss for the year ended 31st March, 2021

(₹ in Lakhs)

Particulars	Note No.	Year Ended 31.03. 2021	Year Ended 31 .03. 2020
I Revenue from operations	1.28	168,884.79	183,179.98
II Other Income	1.29	2,503.16	2,072.99
III Total Income (I +II)		171,387.95	185,252.97
IV EXPENSES			
Cost of materials consumed	1.30	101,319.68	130,480.18
Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	1.31	16,844.80	(8,501.70)
Employee benefit expenses	1.32	11,688.10	12,796.26
Finance costs	1.33	10,296.95	9,658.98
Depreciation and amortization expense	1.34	3,745.35	3,609.27
Other expenses	1.35	27,159.40	32,417.82
Total expenses (IV)		171,054.28	180,460.81
V Profit(loss) before tax (III-IV)		333.67	4,792.16
VI Exceptional items		-	14991.97
VII Profit(loss) before tax		333.67	(10,199.81)
VIII Tax expense			
1) Current Tax		-	747.00
2) MAT Credit Entitlement		-	(257.46)
3) Deferred Tax		(5.47)	(3,665.30)
4) Income Tax Paid Related to Earlier Years		(21.80)	(109.89)
		(27.27)	(3,285.65)
IX Profit (Loss) for the period from continuing operations		360.94	(6,914.16)
X Profit/(loss) for the period from JV/Associates		841.32	421.72
XI Profit/(loss) for the period		1,202.26	(6,492.44)
XII Other comprehensive income	1.36		
A (i) Items that will not be reclassified to profit or loss		2,149.01	(1,174.97)
B (i) Items that will be reclassified to profit or loss		166.76	(212.38)
		2,315.77	(1,387.35)
XIII Total Comprehensive Income for the period		3,518.03	(7,879.79)
XIV Profit/(loss) for the period Attributable to:		1,202.26	(6,492.44)
Owners of the Parent		1,415.83	(6,483.02)
Non-Controlling Interest		(213.57)	(9.42)
XV Other Comprehensive Income Attributable to:		2,315.77	(1,387.35)
Owners of the Parent		2,315.77	(1,387.35)
Non-Controlling Interest		-	-
XVI Total Comprehensive Income Attributable to:		3,518.03	(7,879.79)
Owners of the Parent		3,731.60	(7,870.37)
Non-Controlling Interest		(213.57)	(9.42)
XVII Earnings per equity share (for continuing operations)	1.38		
1) Basic		0.62	(2.88)
2) Diluted		0.62	(2.88)
Summary of significant accounting Policies & Notes	B		

Notes referred to above form an integral part of the Financial Statements

In terms of our Report of even date attached herewith.

For **L. B. Jha & Co.**

Chartered Accountants

Firm Registration No: 301088E

D.N. Roy

Partner

Membership No.300389

Place: B2/1, Gillander House

8, Netaji Subhas Road

Kolkata-700 001

Dated: 14th May, 2021

Ravi Varma

Company Secretary

Directors**S. K. Poddar****A. C. Chakrabortti****Indrajit Mookerjee****A. K. Gupta****D. H. Kela****A. K. Vijay**

Consolidated Statement of Cash Flow for year ended 31st March, 2021

		(₹ in Lakhs)
Particulars	Year Ended 31.03.2021	Year Ended 31.03.2020
A) Cash Flows From Operating Activities:		
Net Profit before Taxation & Exceptional Items	333.67	4,792.16
Adjustments for:		
Depreciation	3,745.35	3,609.27
Interest Paid	10,296.95	9,658.98
Bad Debt Written off	51.18	98.44
Provision and Excess Liabilities Written Back/Off	(1.24)	(18.09)
Interest Received	(335.73)	(609.01)
Income From Investments	(32.10)	(60.89)
Profit on Sale Of Investments-Current(Net)	(2.77)	(5.29)
Gain on Fair Value of bonds/Mutual	(211.05)	(293.52)
Loss/(Profit) on Sale Of Property, Plant and Equipment(Net)	7.57	(78.75)
	13,518.16	12,301.14
	13,851.83	17,093.30
Operating Profit before Working Capital Changes & Exceptional Items		
(Increase)/Decrease in Trade & Other Receivables	4,818.68	(3,647.40)
(Increase)/Decrease in Inventories	22,777.36	(8,706.85)
Increase/(Decrease) in Trade Payables & Other Liabilities	(36,483.98)	12,961.63
	(8,887.94)	607.38
Cash Generated from Operations	4,963.89	17,700.68
Direct Taxes Paid	(932.52)	(1,662.74)
Cash Flow before Exceptional Items	4,031.37	16,037.94
Exceptional Items	-	(14,991.97)
Net Cash from Operating Activities	4,031.37	1,045.97
B) Cash Flows From Investing Activities		
Sale/(Purchase) of Property, Plant & Equipments	(829.81)	(7,929.37)
(Purchase)/Sale of Investments (Net)	107.84	3,840.13
Consideration Paid For Acquisition	-	(2,324.62)
Bank Deposits(Includes having original maturity more than three months)	(1,501.19)	(3,585.58)
Interest Received	(110.12)	81.93
Dividend Received	32.10	60.89
Net Cash used in Investing Activities	(2,301.18)	(9856.62)
C) Cash Flows From Financing Activities		
Receipt/(Payment) of Long Term Borrowings	(1,908.97)	255.89
Receipt/(Payment) of Short Term Borrowings	2,979.51	19,713.67
Increase in Share Capital	255.84	0.25
Increase in Securities Premium	7,645.15	9.84
Interest Paid	(10,048.05)	(9,414.73)
Dividend Paid	(236.58)	(785.38)
Dividend Tax Paid	-	(162.85)
Net Cash used in Financing Activities	(1,313.10)	9,616.69
D Changes in Foreign Currency Translation arising from Foreign Operations		
Net Increase in Cash and Cash Equivalents	166.76	(212.38)
Cash and Cash Equivalents at the beginning of the period	583.85	593.66
De-recognition of Subsidiary -Texmaco Defence Systems Private Limited	1,676.29	1,112.43
Cash and Cash Equivalents at the end of the period	-	(29.80)
Note:	2,260.14	1,676.29
(1) Details of Cash and Cash Equivalents as on		
Balances with banks		
Current Accounts	2,133.22	1,609.28
Cheques on hand	51.04	-
Cash on hand	75.88	67.01
	2,260.14	1,676.29

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind AS 7 (Statement of Cash Flow)

Notes referred to above form an integral part of the Financial Statements

In terms of our Report of even date attached herewith.

For **L. B. Jha & Co.**

Chartered Accountants

Firm Registration No: 301088E

D.N. Roy

Partner

Membership No.300389

Place: B2/1, Gillander House

8, Netaji Subhas Road

Kolkata-700 001

Dated: 14th May, 2021

Ravi Varma
Company Secretary

Directors

S. K. Poddar

A. C. Chakrabortti

Indrajit Mookerjee

A. K. Gupta

D. H. Kela

A. K. Vijay

Statement of Changes in Equity for Year Ended 31st March, 2021

a. Equity share capital

₹ In Lakhs

Particulars	Issued, Subscribed Paid up Capital	Share Capital Suspense	Total
Balance as at 01.04.2019	2,200.50	47.85	2,248.35
Add: Change in Equity Share Capital during the year	48.09	(47.85)	0.24
Balance as at 31.03.2020	2,248.59	-	2,248.59
Add: Change in Equity Share Capital during the year	254.84	-	254.84
Balance as at 31.03.2021	2,503.43	-	2,503.43

b. Other equity

₹ In Lakhs

Particulars	Reserves and Surplus					Other Comprehensive Income		Total
	Capital reserve	Securities premium account	General Reserve	Share Option Outstanding Account	Retained earnings	Equity instruments/ retained benefits/ income in Associates and Joint Ventures through other comprehensive income	Exchange differences on translating the financial statements of a foreign operation	
Balance as at 1st April, 2019	3,951.22	39,924.86	47,220.92	1,184.36	17,479.51	1,703.18	155.56	111,619.61
Income for the year	-	-	-	-	(6,483.02)	-	-	(6,483.02)
Other Comprehensive Income for the year	-	-	-	-	-	(1,192.57)	(212.38)	(1,404.95)
Adjustment of Goodwill in Business Combination	(2,324.62)	-	-	-	-	-	-	(2,324.62)
Dividend and Tax on Dividend	-	-	-	-	(949.85)	-	-	(949.85)
Remeasurement of the net defined benefit plan	-	-	-	-	-	17.60	-	17.60
Transfer to/from retained earnings	-	-	-	-	17.60	(17.60)	-	-
Transfer to General Reserve	-	-	-	-	-	-	-	-
Any other change (ESOP allotment)	-	9.84	-	-	-	-	-	9.84
Adjustment for share purchase agreement	-	-	-	-	-	-	-	-
Balance as at 31st March, 2020	1,626.60	39,934.70	47,220.92	1,184.36	10,064.24	510.61	(56.82)	100,484.61
Income for the year	-	-	-	-	1,415.83	-	-	1,415.83
Other Comprehensive Income for the year	-	-	-	-	-	2,125.82	166.76	2,292.58
Issue of Equity Shares by conversion of loan (promotor's contribution)	-	7,645.15	-	-	-	-	-	7,645.15
Dividend on Equity Shares	-	-	-	-	(224.83)	-	-	(224.83)
Transfer to/from retained earnings	-	-	-	-	20.81	2.38	-	23.19
Transfer to / from General Reserve	-	-	200.00	-	(200.00)	-	-	-
Transfer to / from Retained Earnings for the Share of other Comprehensive Income in Associates & Joint Ventures	-	-	-	-	(0.02)	0.02	-	-
Balance as at 31st March, 2021	1,626.60	47,579.85	47,420.92	1,184.36	11,076.03	2,638.83	109.94	111,636.53

In terms of our Report of even date attached herewith.

For **L. B. Jha & Co.**

Chartered Accountants

Firm Registration No: 301088E

D.N. Roy

Partner

Membership No.300389

Place: B2/1, Gillander House

8, Netaji Subhas Road

Kolkata-700 001

Dated: 14th May, 2021

Ravi Varma

Company Secretary

Directors**S. K. Poddar****A. C. Chakrabortti****Indrajit Mookerjee****A. K. Gupta****D. H. Kela****A. K. Vijay**

Notes on Consolidated Financial Statement

A. CORPORATE INFORMATION

Texmaco Rail & Engineering Limited, ("the Holding Company") incorporated on 25th June 1998 has its Registered Office at Belgharia, Kolkata 700056. The Company is listed on the National Stock Exchange of India Limited and Bombay Stock Exchange Limited.

The Holding Company and its subsidiaries are engaged in the manufacturing, selling and providing service for Rail and Rail related products. The Company manufactures a diverse range of products.

B. SIGNIFICANT ACCOUNTING POLICIES

(i) Statement of Compliance

These financial statements have been prepared in accordance with Ind AS prescribed under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules as amended from time to time.

(ii) Basis of Accounting

These financial statements have been prepared on the historical cost basis, except for certain financial instruments and defined benefits plans which are measured at fair values at the end of each reporting period. Historical cost is generally based on the value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Functional currency of the Company in Indian Rupees. These Financial Information are presented in Indian Rupees. All amounts have been rounded off to the nearest Lakhs and rounded off to two decimals except for Earnings Per Share and where mentioned otherwise.

All the assets and liabilities have been classified as current and non-current as per the company's normal operating cycle and criteria set out in schedule III (Division II) of the Companies Act 2013.

The Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

(iii) Use of Estimates

The preparation of the Financial Statements in conformity with IND AS requires the management to make estimates, judgment and assumptions. These estimates, judgment and assumptions affect the application of accounting policies and the reported amount of Assets and Liabilities

and disclosure of contingent Liabilities on the date of the Financial Statements and reported amounts of revenues and expenses for the year.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities and fair value measurement of financial instruments have been discussed below. Key source of estimation of uncertainty in respect of revenue recognition and employee benefits have been discussed in their respective policies.

Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each year. The policy has been explained under note B (xxii).

(iv) Property, plant and equipment

Property, plant and equipment are carried at the cost of acquisition or construction less accumulated depreciation. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management.

Depreciation has been provided on straight line method in accordance with the life of the respective assets as prescribed in Schedule II of the Companies Act, 2013 except certain assets for which useful life of assets has been ascertained based on report of technical experts. All assets costing ₹ 5,000 or below are fully depreciated in the year of addition.

The Company, based on technical assessment made by technical expert and management estimate, depreciates Building and Plant & Equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The Management believes that these estimated useful lives are realistic and

Notes on Consolidated Financial Statement

reflect fair approximation of the period over which the assets are likely to be used. The estimated useful lives and residual value are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis. The estimated useful lives are as mentioned below:

• Buildings (Site Office)	3 years
• Buildings/Investment Property	30 to 60 years
• Roads	5 to 10 years
• Railway Sidings	15 to 30 years
• Electrical Machinery	10 to 20 years
• Plant & Equipment	5 to 17 years
• Furniture	10 years
• Office Equipment	5 years
• Computers	3 years
• Motor Vehicles	8 years
• Intangible Assets (Softwares)	6 years
• Leasehold Improvements	3 years

Capital work-in-progress

Capital work-in-progress / Intangible assets under development are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost. Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as Capital Advances.

(v) Intangible Assets

Intangible Assets are recorded at the consideration paid for acquisition less accumulated amortization and accumulated impairment, if any. Amortization is recognized at Straight Line Basis over their estimated useful life. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses. Intangible assets are amortized on Straight Line Basis over a period of 6 years.

(vi) Impairment of Non-Financial Assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing

use of an asset and from its disposal at the end of its useful life. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units).

(vii) Derivative Financial Instrument

The Company enters into derivative financial instruments to manage its exposure to foreign exchange rate risks, including foreign exchange forward contracts. The Company holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counter party for these contracts is generally a bank.

Derivatives are initially recognized at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognized to statement profit or loss immediately.

(viii) Financial Instrument

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not measured at fair value through profit or loss, are added/ deducted to the fair value on initial recognition.

All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

(a) Financial assets carried at amortised cost

A Financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(b) Investment in Equity Instruments at fair value through other comprehensive income

Equity investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes

Notes on Consolidated Financial Statement

in fair value recognized in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'.

c) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

d) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

e) Investment in Subsidiaries and Joint Ventures

Investment in Subsidiaries and Joint Ventures are carried at cost in the Financial Statements.

f) Impairment

The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortized cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognized if the credit quality of the financial asset has deteriorated significantly since initial recognition.

g) Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

(ix) Measurement of Fair Values

Certain accounting policies and disclosures of the Company require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values.

Fair Values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or liability, the company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into a different level of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

(x) Revenue Recognition

Sales revenue is measured at fair value of the consideration received or receivable and stated at net of GST, trade discounts, rebates but includes excise duty. Income from services is recognized as the services are rendered based on agreement/arrangement with the concerned parties. Export incentives, certain insurance and other claims, where quantum of accruals cannot be ascertained with reasonable certainty, are accounted on acceptance basis.

a. Revenue from Operations

Revenue from the sale of goods is recognized when the goods are delivered and titles have been passed, at which time all the following conditions are satisfied:

- the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company;
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.
- Rent Income/Lease Rentals

Notes on Consolidated Financial Statement

b. Revenue from construction contracts

In accordance with Ind AS 115 "Revenue from Contracts with customers", Revenue from construction and service activities is recognized based on "over time" method and the company uses the input method to measure progress of delivery.

When the outcome of individual contracts can be estimated reliably, contract revenue and contract cost are recognized as revenue and expenses respectively by reference to the stage of completion at the reporting date. Costs are recognized as incurred and revenue is recognized on the basis of the proportion of total cost at the reporting date to the estimated total cost of the contract.

Estimates of the final out-turn on each contract may include cost contingencies to take account of the risk within each contracts that have been identified during the early stages of contract. The cost contingencies are reviewed on a regular basis throughout the contract life and are adjusted where appropriate. However, the natures of the risks on contracts are such that they often cannot be resolved until the end of the project and therefore may not reverse until the end of the Project. The estimated final out- turns on contracts are continuously reviewed, and in certain limited cases, recoveries from insurers are assessed, and adjustments made where necessary. No margin is recognized until the outcome of the contract can be estimated with reasonable certainty. Provision is made for all known or expected losses on individual contracts once each losses are foreseen.

Revenue in respect of variations to contracts and incentive payments is recognized when it is highly probable and agreed by the customer. Revenue in respect of claim is recognized only if it is highly probable not to reverse in future periods. Profit for the year includes the benefit of claims settled in the year to the extent not previously recognized on contracts completed in previous years.

In some old projects where substantial contract revenue has already been recognized in earlier periods, revenue is recognized as per Ind AS115 "Revenue from Contracts with customers" where income from operations is determined and recognized, based on the bills raised on technical evaluation of work executed based on joint inspection with customers including railways. The figures have been taken as per the management working on the basis of the work completed.

c. Other Income

Other income comprises of primarily of Interest Income, Dividend Income, Gain/ (Loss) on sale of Investments, Rental Income and Claims (if any).

Interest Income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the asset's net carrying amount on initial recognition.

Dividend Income is recognized as and when right to receive payment is established provided, which is generally after the shareholders approves it in the Annual General Meeting.

Gain/ (Loss) on sale of Current/ Non Current Investments are recognized at the time of redemption/ Sale and at Fair value at each reporting period.

Rent Income/Lease rentals are recognized on accrual basis in accordance with the terms of agreements.

Insurance and other claims are accounted for as and when admitted by the appropriate authorities in view of uncertainty involved in ascertainment of final claim.

(xi) Employee Benefits

The Company's contribution to provident fund, pension fund, employees' state insurance scheme and super-annuation fund are charged on accrual basis to Statement of Profit & Loss.

a. Short term benefits:

Short term employee benefits are recognized as an expense at the undiscounted amount in the statement of profit and loss of the year in which the related service is rendered.

b. Defined contribution retirement benefits:

Payments to defined contribution retirement benefits are recognized as an expense when employees have rendered services entitling them to the contributions. Defined contribution plans are those plans where the Company pays fixed contributions to funds/ schemes managed by independent trusts or authority. Contributions are paid in return for services rendered by the employees during the year. The Company has no legal or constructive obligation to pay further

Notes on Consolidated Financial Statement

contributions if the fund/scheme does not hold sufficient assets to pay/extend employee benefits. The Company provides Provident Fund facility to all employees. The contributions are expensed as they are incurred in line with the treatment of wages and salaries. The Company's Provident Fund is exempted under section 17 of Employees' Provident Fund and Miscellaneous Provision Act, 1952. Conditions for exemption stipulate that the Company shall make good deficiency, if any, in the interest rate declared by the trust vis-a-vis interest rate declared by the Employees' Provident Fund Organisation.

c. Defined benefit retirement benefits:

The cost of providing defined benefit retirement benefits are determined using the projected unit credit method, with independent actuarial valuations being carried out at the end of each reporting period. The Company provides gratuity to its employees.

Remeasurement, comprising actuarial gains and losses, return on plan assets excluding amounts included in net interest on the net benefit liability (asset) and any change in the effect of the asset ceiling (if applicable) are recognized in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Remeasurement recognized in the comprehensive income are not reclassified to the statement of profit and loss but recognized directly in the retained earnings. Past service costs are recognized in the statement of profit and loss in the period in which the amendment to plan occurs. Net interest is calculated by applying the discount rate to the net defined liability or asset at the beginning of the period, taking into account of any changes in the net defined benefit liability (asset) during the period as a result of contribution and benefit payments.

Defined benefit costs which are recognized in the statement of profit and loss are categorized as follows

- Service cost (including current service cost, past service cost as well as gains and losses on curtailments and settlements); and
- Net interest expense or income; and

The retirement benefit obligation recognized in the standalone Balance Sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reduction in future contributions to the plans.

The liability for termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognizes any related restructuring costs.

d. Voluntary Retirement Scheme Benefits

Voluntary retirement scheme benefits are recognized as an expense in the year they are incurred.

(xii) Employee Stock Option Scheme

In respect of Stock options granted pursuant to the Company's Employees Stock Option Schemes 2007, the intrinsic value of the options (excess of Market Price of the share over the exercise price of the option) is treated as discount and accounted as deferred employee's compensation cost over the vesting period.

(xiii) Custom Duty and Goods and Service Tax (GST)

GST Credit availed on Raw materials, Stores and Capital Goods are reduced from the cost of the Respective Goods. GST payable on finished goods lying in factory is provided for and included in Closing Stock of Inventory.

(xiv) Research and Development

Research and Development expenditures of revenue nature are charged to Profit & Loss Account, while capital expenditure is added to the cost of fixed assets in the year in which these are incurred.

(xv) Valuation of Inventories

Raw materials, work-in-progress and finished products are valued at lower of cost and net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes purchase price non refundable taxes and duties and other directly attributable costs incurred in bringing the goods to the point of sale. Work-in-progress and finished goods include appropriate proportion of overheads and where applicable, excise duty. Cost are assigned to individual items of inventory on weighted average basis.

Stores and Spares are valued on the "weighted average" basis.

(xvi) Lease

a. Where the Company is the lessee

The company has applied Ind AS 116 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under Ind AS 17.

Notes on Consolidated Financial Statement

The company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, company's incremental borrowing rate.

Generally, the company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the company is reasonably certain to exercise, lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early.

b. Where the Company is the lessor

Assets subject to operating leases are included in fixed assets. Lease income is recognized in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation are recognized as

an expense in the statement of Profit & Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of Profit & Loss.

Assets given under a finance lease are recognized as a receivable at an amount equal to the net investment in the lease. Lease income is recognized over the period of the lease so as to yield a constant rate of return on the net investment in the lease. Initial direct costs relating to assets given on finance leases are charged to Statement of Profit and Loss.

(xvii) Foreign Currency Transactions and Exchange Differences

Transactions in currencies other than entity's functional currency (spot rates) are recorded at the rates of exchange prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies (other than derivative contracts) remaining unsettled at the end of the each reporting period are premeasured at the rates of exchange prevailing at that date. Exchange difference on monetary items are recognized in the statement of Profit & Loss in the period in which they arise. Non-monetary items carried at historical cost are translated using exchange rates at the dates of the initial transaction.

(xviii) Provisions, Contingent Liabilities and Contingent Assets

a. Provisions & Warranties

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Notes on Consolidated Financial Statement

Provisions for the expected cost of warranty obligations under local sale of goods legislation are recognised at the date of sale of the relevant products, at the management's best estimate of the expenditure required to settle the Company's warranty obligation.

b. Onerous contracts

An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Present obligation arising under onerous contracts are recognized and measured as provisions.

c. Contingent liabilities

Contingent liability is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or is a present obligation that arises from past events but is not recognized because either it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or a reliable estimate of the amount of the obligation cannot be made. Contingent liabilities are disclosed and not recognized. In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Guarantees are also provided in the normal course of business. There are certain obligations which management has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the standalone financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company is involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

d. Contingent Assets

Contingent Assets are neither recognized nor disclosed except when realization of income is virtually certain.

(xix) Cash & Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of less than three months or less from the date of purchase, to be cash equivalents. Cash

and cash equivalents consist of balance with banks which are unrestricted for withdrawal and usage.

(xx) Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use.

(xxi) Segment Reporting

- Based on the organizational structures and its Financial Reporting System, the Company has classified its operation into three business segments namely Heavy Engineering Division and Steel Foundry Division and Rail EPC.
- Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses which are related to the enterprise as a whole and are not allocable to segments on a reasonable basis have been included under un-allocable expenses.
- Capital Employed to each segment is classified on the basis of allocable assets minus allocable liabilities identifiable to each segment on reasonable basis.

(xxii) Taxation

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognized in statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

a. Current income taxes

The current income tax expense includes income taxes payable by the Company and its branches in India and overseas. The current tax payable by the Company in India is Indian income tax payable on worldwide income. Current income tax payable by overseas branches of the Company is computed in accordance with the tax laws applicable in the jurisdiction in which the respective branch operates. The taxes paid are generally available for set off against the Indian income tax liability of the Company's worldwide income. Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and

Notes on Consolidated Financial Statement

income tax provision arising in the same tax jurisdiction and where the relevant tax paying unit intends to settle the asset and liability on a net basis.

b. Deferred income taxes

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. Deferred income tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

(xxiii) Government Grant

The Company may receive government grants that require compliance with certain conditions related to the Company's operating activities or are provided to the Company by way of financial assistance on the basis of certain qualifying criteria. Government grants are recognized when there is reasonable assurance that the grant will be received, and the Company will comply with the conditions attached to the grant. Accordingly, government grants:

- (a) related to or used for assets are included in the Balance Sheet as deferred income and recognized as income over the useful life of the assets.

- (b) related to incurring specific expenditures are taken to the Statement of Profit and Loss on the same basis and in the same periods as the expenditures incurred.

- (c) by way of financial assistance on the basis of certain qualifying criteria are recognized as they become receivable. In the unlikely event that a grant previously recognized is ultimately not received, it is treated as a change in estimate and the amount cumulatively recognized is expensed in the Statement of Profit and Loss.

(xxiv) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(xxv) Cash Flow Statement

Cash Flow is reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from regular revenue generating, financing and investing activities of the Company are segregated.

(xxvi) Exceptional Item

When items of income and expenses within statement of profit and loss from ordinary activities are of as such size, nature and or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material items are disclosed separately as exceptional items.

(xxvii) Accounting for interests in Joint Ventures

Interests in joint ventures are accounted as follows:

Type of joint venture	Accounting treatment
Jointly controlled operations	Company's share of revenues, common expenses, assets and liabilities are included in revenues, expenses, assets and liabilities respectively on line by line basis.

Notes on Consolidated Financial Statement

Type of joint venture	Accounting treatment
Jointly controlled assets	Share of assets, according to nature of the assets, and share of the liabilities are shown as part of gross block and liabilities respectively. Share of expenses incurred on maintenance of the assets is accounted as expense. Monetary benefits, if any, from use of the assets are reflected as income.
Jointly controlled entities	<p>(a) Integrated joint ventures:</p> <p>(i) Company's share in profits or losses of integrated joint ventures is accounted on determination of the profits or losses by the joint ventures.</p> <p>(ii) Investments in integrated joint ventures are carried at cost net of Company's share recognized in profits or losses.</p> <p>(b) Incorporated jointly controlled entities:</p> <p>(i) Income on investments in incorporated jointly controlled entities is recognized when the right to receive the same is established.</p> <p>(ii) Investment in such joint ventures is carried at cost after providing for any diminution in value of investment which is other than temporary in nature.</p>

(xxviii) Recent Pronouncement

On March 24, 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

Balance Sheet:

- Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.
- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

Statement of profit and loss:

- Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of the standalone financial statements.

The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.

Notes on Consolidated Financial Statement

Note 1.01: Property, Plant and Equipment

(₹ in Lakhs)

Description of Assets	Gross Block				Depreciation				Net Block
	As at 01.04.2020	Additions During the Year	Sales / Adjustments	As at 31.03.2021	As at 01.04.2020	During the Year	Sales / Adjustments	As at 31.03.2021	As at 31.03.2021
Note: 1.01 Property, Plant & Equipment:									
Land	3,923.14	-	-	3,923.14	150.80	0.02	-	150.82	3,772.32
Buildings	11,086.34	144.42	-	11,230.76	1,385.47	417.23	-	1,802.70	9,428.06
Roads	183.51	12.98	-	196.49	98.51	15.10	-	113.61	82.88
Railway Sidings	217.71	1.41	-	219.12	48.24	9.77	-	58.01	161.11
Plant & Machinery	32,661.13	1,078.57	944.43	32,795.27	7,854.99	2,738.23	217.31	10,375.91	22,419.36
Electrical Machinery	706.53	28.57	19.05	716.05	276.74	51.10	13.68	314.16	401.89
Office Equipments	1,005.20	51.26	12.92	1,043.54	568.21	163.07	11.41	719.87	323.67
Furniture & Fittings	729.55	14.87	(8.40)	752.82	337.75	60.67	(5.17)	403.59	349.23
Vehicles	972.53	127.20	180.89	918.84	323.75	134.56	131.43	326.88	591.96
Total	51,485.64	1,459.28	1,148.89	51796.03	11044.46	3,589.75	368.66	14265.55	37530.48
Note: 1.02									
a) Right to Use	45.37	-	-	45.37	0.68	0.68	-	1.36	44.01
b) Capital Work in Progress (CWIP)	735.42	500.98	843.48	392.92	-	-	-	-	392.92
c) Investment Property	3,638.16	-	-	3,638.16	564.61	89.81	-	654.42	2,983.74
Total	4418.95	500.98	843.48	4076.45	565.29	90.49	-	655.78	3420.67
Note: 1.03 Intangible Assets:									
Software	501.36	18.54	-	519.89	397.22	65.11	-	462.33	57.57
Total	501.36	18.54	-	519.89	397.22	65.11	-	462.33	57.57
Grand Total	56,405.95	1,978.80	1,992.37	56,392.38	12,006.97	3,745.35	368.66	15,383.66	41,008.72

Note-1) ₹ 13.75 lakhs being cost of Electrical Machinery regrouped to Furniture & Fittings.

2) ₹ 8.66 lakhs being accumulated depreciation regrouped from Electrical Machinery to Furniture & Fittings.

3) ₹ 0.53 lakhs being cost of Electrical Machinery regrouped to Plant & Machinery.

4) ₹ 0.27 lakhs being accumulated depreciation regrouped from Electrical Machinery to Plant & Machinery.

Previous Year

(₹ in Lakhs)

Description of Assets	Gross Block				Depreciation				Net Block
	As at 01.04.2019	Additions During the Year	Sales / Adjustments	As at 31.03.2020	As at 01.04.2019	During the Year	Sales / Adjustments	As at 31.03.2020	As at 31.03.2020
Note: 1.01 Property, Plant & Equipment:									
Land	3,958.46	-	35.32	3,923.14	129.88	20.92	-	150.80	3,772.34
Buildings	13,986.12	711.27	3,611.05	11,086.34	1,451.70	416.05	482.28	1,385.47	9,700.87
Roads	177.63	5.87	(0.01)	183.51	77.77	20.74	-	98.51	85.00
Railway Sidings	217.71	-	-	217.71	38.53	9.71	-	48.24	169.47
Plant & Machinery	25,851.37	6924.11	114.35	32,661.13	5,405.03	2,555.65	105.69	7,854.99	24,806.14
Electrical Machinery	716.31	9.16	18.94	706.53	243.94	51.17	18.37	276.74	429.79
Office Equipments	895.03	111.95	1.78	1,005.20	389.57	179.53	0.89	568.21	436.99
Furniture & Fittings	685.82	43.73	-	729.55	278.89	58.86	0.00	337.75	391.80
Vehicles	890.50	126.73	44.70	972.53	255.78	134.07	66.10	323.75	648.78
Total	47,378.95	7,932.82	3826.13	51485.64	8271.09	3446.70	673.33	11044.46	40441.18
Note: 1.02									
a) Right to Use	-	45.37	-	45.37	-	0.68	-	0.68	44.69
b) Capital Work in Progress (CWIP)	1376.43	2301.67	2942.68	735.42	-	-	-	-	735.42
c) Investment Property	-	3638.16	-	3,638.16	-	89.81	(474.80)	564.61	3,073.55
Total	1376.43	5985.20	2942.68	4418.95	-	90.49	(474.80)	565.29	3853.66
Note: 1.03 Intangible Assets:									
Software	470.62	30.74	-	501.36	325.14	72.08	-	397.22	104.14
Total	470.62	30.74	-	501.36	325.14	72.08	-	397.22	104.14
Grand Total	49,226.00	13,948.76	6,768.81	56,405.95	8,596.23	3,609.27	198.53	12,006.97	44,398.98

Note: Gross Block addition includes fixed assets (Net of depreciation) acquired during the year of Urla Unit of M/s Simplex Steels Limited as per agreement dated 26th April 2019

Notes on Consolidated Financial Statement

Note 1.04 Non Current Investments

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
OTHER THAN TRADE INVESTMENTS		
Fully paid-up		
Investments in Equity Instruments (Quoted) (At Fair Value)		
Texmaco Infrastructure & Holdings Limited.	1,644.86	727.26
23,49,809 (2020: 23,49,809) Shares of ₹ 1 each		
Chambal Fertilisers & Chemicals Limited.	2,290.50	1,084.50
10,00,000 (2020: 10,00,000) Shares of ₹ 10 each		
Investments in Equity Instruments of Associate Company (Unquoted)(At Cost)		
Texmaco Defence System Private Limited	0.06	1.74
41,000 (2020: 41,000) Shares of ₹ 10 each		
Investments in Equity Instruments of Joint Ventures (Unquoted)(At Cost)		
Touax Texmaco Railcar Leasing Private Limited	1,362.53	1,098.64
1,26,49,999 (2020: 1,26,49,999) Shares of ₹ 10 each		
Wabtec Texmaco Rail Private Limited	621.44	449.22
32,81,700 (2020:32,81,700) Shares of ₹ 10 each		
Investments in CCD of Joint Ventures (Unquoted)(At Cost)		
Touax Texmaco Railcar Leasing Private Limited	3,666.83	3,200.00
36,66,825 (2020: 32,00,000) CCD of ₹ 100 each		
TOTAL NON CURRENT INVESTMENTS	9,586.22	6,561.36
i) Aggregate amount of quoted investments	3,935.36	1,811.76
ii) Market Value of quoted investments	3,935.36	1,811.76
iii) Aggregate amount of unquoted investments	5,650.86	4,749.60

Note 1.05 Loans (Non-Current)

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
Unsecured- Considered Good		
Security Deposits	568.36	725.03
	568.36	725.03

Note 1.06 Bank Balance Non-Current)

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
Margin Money	1,025.16	1,109.34
	1,025.16	1,109.34

Note 1.07 Other Non-Current Financial Assets

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
(a) Share Application Money	-	2.00
(b) Term Deposit of more than Twelve Months Maturity	134.48	62.65
(c) Interest Accrued on Deposits & Others	44.05	38.95
Total	178.53	103.60

Notes on Consolidated Financial Statement

Note 1.08 Deferred Tax Assets (net)

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
Deferred Income Tax Assets		
Carried forward losses	2,752.69	181.27
Provisions & others	5,085.21	7,586.53
MAT Credit	4,906.92	4,501.19
Compensated absences	175.74	158.33
Gratuity	139.45	107.90
Total Deferred Income Tax Assets	13,060.01	12,535.22
Deferred Income Tax Liabilities		
Property, Plant and equipment	(4,843.42)	(4,324.12)
	(4,843.42)	(4,324.12)
Net Deferred Tax Assets	8,216.59	8,211.10

Note 1.09 Other Non-Current Asset

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
Deferred Income Tax Assets		
(a) Capital Advances	300.32	507.57
(b) Prepaid Expenses	202.94	254.99
Total	503.26	762.56

Note 1.10 Inventories

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
(a) Raw Material and Components	11,376.75	17,113.07
(b) Work in Progress	14,581.23	27,792.32
(c) Finished Goods	1,463.64	5,095.33
(d) Stock in Trade	-	2.02
(e) Stores and Spares	1,615.32	2,014.66
(f) Goods in transit(Raw Material and Components)	1,892.71	1,689.64
Total	30,929.65	53,707.04

Inventories are secured against first charge on working capital facility

Note 1.11 Current Investments

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
Investments in Mutual Funds (Unquoted) (At Fair Value)		
Axis Treasury Advantage Fund Growth 645 (2020: 645) Units of ₹ 1000 each	16.00	14.54
Axis Treasury Advantage Fund Growth NIL (2020: 7260) Units of ₹ 1000 each	-	163.76
ICICI Prudential Fixed Maturity Plan Series 83 1108 Days Plan H 1,50,00,000 (2020: 1,50,00,000) Units of ₹ 10 each	1,882.78	1,769.16
SBI Debt Fund Series C-16 1100 Days 1,32,24,964 (2020: 1,32,24,964) Units of ₹ 10 each	1,648.13	1,552.16
TOTAL CURRENT INVESTMENTS	3,546.91	3,499.62
i) Aggregate amount of quoted investments	-	-
ii) Market Value of quoted investments	-	-
iii) Aggregate amount of unquoted investments	3,546.91	3,499.62

Notes on Consolidated Financial Statement

Note 1.12 Trade Receivables

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
(a) Secured, considered good	-	-
(b) Unsecured, considered good	61,148.82	64,450.00
(c) Unsecured, Credit Impaired	9,949.34	5,904.53
	71,098.16	70,354.53
Allowance for bad and doubtful debts	(9,949.34)	(5,904.53)
Total	61,148.82	64,450.00

- (i) The above includes ₹ 17,246.95 Lakhs as retention money (2020: ₹ 19,016.13 Lakhs) which are recoverable on completion of the project as per the relevant contract.
- (ii) Trade Receivable are secured against first charge on working capital facility
- (iii) The Company provide allowance in trade receivables based on historic credit loss experience, current economic conditions and events and future observable data and information. The expected credit loss allowance is computed based on the ageing of the receivables.

Note 1.13 Cash and Cash Equivalents

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
(a) Balances with banks		
- In current accounts	2,133.22	1,609.28
(b) Cheques/ Pay order on hand	51.04	-
(c) Cash on hand	75.88	67.01
Total	2,260.14	1,676.29

Note: Cash and cash equivalents include Cash on Hand, Cheques/Draft in Hand & Cash at Bank

Note 1.14 Bank balances other than above

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
(a) Unpaid Dividend Account	16.51	28.24
(b) Term Deposit of upto Twelve Months Maturity	12.71	12.71
(c) Margin Money	8,240.80	6,643.70
Total	8,270.02	6,684.65

Note: Represents deposit with original maturity of more than 3 months having remaining maturity of less than 12 months from the Balance Sheet Date.

Notes on Consolidated Financial Statement

Note 1.15 Loans (Current)

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
(a) Security Deposits to others	85.97	87.69
Loans to related parties:		
Loan to Associates	259.74	219.54
(b) Other loans		
Interest accrued on Loans	1,283.81	879.74
Advance to Employee	248.00	283.72
	1,877.52	1,470.69
(c) Unsecured, Credit Impaired		
Loan to Body Corporates	275.00	275.00
Less: Allowance for Loan to Body Corporate	(275.00)	(275.00)
	-	-
Total	1,877.52	1,470.69

Note 1.16 Current Tax Assets (Net)

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
Advance Payment of Income Tax (net of provision)	3,144.66	2,189.23
Total	3,144.66	2,189.23

Note 1.17 Other Current Assets

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
(a) Security Deposits	46.22	514.06
(b) Advance to Parties	5,576.47	8,131.61
(c) Other Advances	2,878.64	2,336.32
(d) Prepaid Expenses	401.90	420.99
(e) Balances with Government Dept	20,345.04	23,635.92
(f) Contractually reimbursable expenses	2,575.21	3,965.33
(g) Unbilled Debtors	60,099.75	54,102.31
Total	91,923.23	93,106.54

Notes on Consolidated Financial Statement

Note 1.18 Equity Share capital

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
Authorised Share Capital		
(As at 31 st March 2020: 197,00,00,000 Equity Shares ₹ 1/- each)	19,700.00	19,700.00
	19,700.00	19,700.00
Issued, Subscribed and paid up capital		
22,03,43,252 Equity Share of ₹ 1/- each	2,503.43	2,248.59
(As at 31 st March, 2020: 22,48,59,382 Equity Shares ₹ 1/- each)		
	2,503.43	2,248.59

- (i) The Company has only one class of shares referred to as equity shares having a par value of ₹ 1 each holder of equity shares is entitled to one vote per shares
- (ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders
- (iii) Issued, Subscribed and Paid Up Capital includes 12,71,83,090 equity shares allotted on the basis of 1 equity shares in TexRail for Rs 1 each credited as fully paid-up for every 1 equity shares held by each member of Texmaco Infrastructure & Holdings Limited (formerly Texmaco Limited) on record date without payment being received in cash for demerging its Heavy Engineering Division & Steel Foundry Division to Texmaco Rail & Engineering Limited.
- (iv) During the Year the Company has allotted 1,61,29,031 and 93,54,839 Equity Shares of ₹1 each to Shri Saroj Kumar Poddar and M/s Advantz Finance Private Limited respectively under preferential allotment as approved by the shareholders in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. The Equity Share were issued @ ₹ 31 per Equity Share (including a premium of ₹ 30 per share).

(v) Reconciliation of numbers of Issued, Subscribed and Paid-up Capital

Particulars	As at 31.03.2021 No. Shares	As at 31.03.2020 No. Shares
Number of Shares at the beginning of the year	22,48,59,382	22,00,49,482
Add: Allotment under ESOP	-	24,600
Add: Transfer from Share Capital Suspense	-	47,85,300
Add: Conversion of Loan into Equity Share through Preferential Allotment	25,483,870	-
Number of Shares at the end of the year	25,03,43,252	22,48,59,382

- (vi) After the reporting date, dividend of 0.10 paisa (2020: 0.10 Paisa) per equity share were proposed by the Board of Directors subject to the approval of the share holders at the Annual General Meeting, the dividend has not been recognised as Liability
- (vii) The name of Shareholders holding more than 5% Equity shares

Name of Shareholders	As at 31.03.2021		As at 31.03.2020	
	No. of Shares	% Holding	No. of Shares	% Holding
(a) Texmaco Infrastructure & Holdings Ltd.	5,85,00,000	23.37	5,46,00,000	24.28
(b) Zuari Investments Ltd.	2,50,63,900	10.01	2,89,63,900	12.88
(c) Saroj Kumar Poddar*	2,01,86,771	8.06	-	-
(d) Advantz Finance Private Ltd.	1,79,82,239	7.18	-	-
(e) HDFC Trustee Company Ltd. A/C HDFC Hybrid Debt Fund	-	-	1,80,49,537	8.03
(f) HDFC Trustee Company Ltd. A/C HDFC Balanced Advantage Fund	14,190,615	5.67	-	-

*The shares held by Shri Saroj Kumar Poddar includes his holding as Karta of HUF and trustee of Saroj and Jyoti Poddar Holdings Pvt Ltd.

Notes on Consolidated Financial Statement

Note 1.19 Other Equity

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
(i) Other Reserves		
Share Options Outstanding Account		
Balance as per last Account	1,184.36	1,184.36
Add: On issue of ESOP	-	-
	1,184.36	1,184.36
(ii) Capital Reserve		
Balance as per last Account	1,626.60	3,951.22
Less: Adjustment of Goodwill in Business Combination	-	(2,324.62)
	1,626.60	1,626.60
(iii) Securities Premium		
Balance as per last Account	39,934.70	39,924.86
Add: Issue of Equity Shares under Preferential allotment	7,645.15	-
Add: On issue of ESOP	-	9.84
	47,579.85	39,934.70
(iv) General reserve		
Balance as at the beginning of the year	47,220.92	47,220.92
Add: Transferred from Statement of Profit and Loss	200.00	-
	47,420.92	47,220.92
(v) Reserves representing unrealised gains/losses		
(a) Equity Instruments through Other Comprehensive Income	515.23	1,706.32
Addition during the year	2,123.60	(1,191.09)
	2,638.83	515.23
(b) Remeasurements of the net defined benefit plans	(2.38)	(2.38)
Addition during the year	23.19	17.60
Less : Transferred to Retained Earning	(20.81)	(17.60)
	-	(2.38)
(c) Share of other Comprehensive Income in Associates & Joint Ventures, to the extent not to be classified into profit or loss		
Balance at the balance of the year	(2.24)	(0.76)
Addition during the year	2.22	(1.48)
Less : Transferred to Retained Earning	0.02	-
	-	(2.24)
(vi) Exchange differences on translating the financial statements of a foreign operation		
Balance as at the beginning of the year	(56.82)	155.56
Addition during the year	166.76	(212.38)
	109.94	(56.82)
(vii) Retained Earnings		
Surplus at the beginning of the year	10,064.24	17,479.51
Add: Profit for the year	1,415.83	(6,483.02)
Add: Transferred from Remeasurements of the net defined benefit plans	20.81	17.60
Add: Transferred from Share of other Comprehensive Income in Associates & Joint Ventures, to the extent not to be classified into profit or loss	(0.02)	-
Less: Transferred to General Reserve	(200.00)	-
Less: Dividend on Equity Shares	(224.83)	(787.00)
Less: Tax on dividend	-	(162.85)
	11,076.03	10,064.24
Total	111,636.53	100,484.61

Notes on Consolidated Financial Statement

- (i) **General Reserve:** The General Reserve is used from time to time to transfer profit /Retained Earnings for appropriation purpose. As the General Reserve is created by transfer from one component of equity to another and is not an item of other comprehensive income, items includes in the General Reserve will not be reclassifies subsequently to profit & loss
- (ii) **Reserve for Equity Instrument through Other Comprehensive Income (OCI):** This reserve represents the cumulative gain or loss arising on net revaluation of equity instruments measured at fair value through OCI, net of amounts reclassified to the Retained Earnings when those assets have been disposed off.
- (iii) **Capital Reserves:** The Company recognises profit or loss on purchase, sale, issue or cancellation of the Company's own equity instruments to Capital Reserve.
- (iv) **Security Premium:** Security Premium Reserve issued to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act 2013
- (v) **Foreign currency monetary items translation difference reserve:** Exchange differences arising on settlement and remeasurement of long term foreign currency monetary items are accumulated in "Foreign Currency Monetary items Translation Difference Account" and amortised over the maturity period or upto the date of settlement of such monetary items, which is earlier, and charged to the Statement of Profit and Loss.
- (vi) **Retained Earnings:** Retained Earnings refers to the portion of net income which is retained by the corporation to be reinvested in its core business. Similarly if the Company has a loss then that loss is retained and called retained losses or accumulated losses. Retained Earnings and Losses are cumulative from year to year with losses off setting earnings.

Note 1.20 Borrowings (Non-Current)

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
Secured		
From banks		
(a) Term Loan/Foreign Currency Term Loan (TL/FCTL)	3,527.58	5,255.41
(b) Car Loan	47.63	14.58
Total	3,575.21	5,269.99

Term Loan from Banks are secured against the Property, Plant and Equipments created from such loan, remaining Term Loan from Bank are repayable in 9 quarterly installments or earlier as per the approved sanction.

Note 1.21 Provisions (Non-Current)

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
(a) Provision for Leave	399.17	334.25
(b) Provision for Gratuity	353.50	297.84
(c) For Warranty and others	183.99	183.99
Total	936.66	816.08

The company accounts for leave and gratuity based on Actuary Valuation.

Note 1.22 Other Non Current Liabilities

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
(a) Advances from Customers	11,638.87	17,476.90
(b) Prepaid - Rent Liability	307.34	337.44
Total	11,946.21	17,814.34

Notes on Consolidated Financial Statement

Note 1.23 Borrowings (Current)

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
(a) Secured		
(i) From Banks		
Cash Credit	42,154.74	47,490.64
Short Term Loan	6,970.30	7,719.89
(b) From Other Parties		
(i) Loans from related parties	19,465.00	6,700.00
(ii) Inter-Corporate Deposits	4,100.00	7,800.95
Total	72,690.04	69,711.48

- (i) Cash Credit facilities of respective divisions are secured by hypothecation of first charge on Stock, book debts and other current assets of that particular division (both present and future).
- (ii) Cash Credit facility for Rail EPC Divisions and Steel Foundry Division (Raipur) are further secured by first charge on the movable fixed assets of their respective divisions (both present and future).
- (iii) Cash Credit facility for Rail EPC- Kalindee Division are further secured by way of first Pari-Passu charge on Fixed Deposit of ₹ 14.49 Crores along with Flats at Jaipur & Gurgaon to the working capital consortium lenders.
- (vi) Cash Credit Facility of HED/SF (Kolkata) Division are secured by exclusive charge on land and buildings of Agarpara and Belgharia along with second charge on the movable fixed assets of this division.

Note 1.24 Trade Payables

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
Dues to Micro Enterprise and Small Enterprises	-	-
Dues of Creditors other than Micro Enterprise and Small Enterprises	43,016.86	55,416.13
	43,016.86	55,416.13
Information in terms of Section 22 of the Micro, Small and Medium Enterprise Development Act, 2006 is as follows		
Disclosure required under the Micro, Small and Medium Enterprises Development Act, 2006 (the Act) are give as follows:		
(a) Principal amount due Unpaid matured deposits and interest accrued thereon	-	-
(b) Interest paid during the period beyond the appointed day	-	-
(c) Amount of interest due and payable for the period of delay in making payment without adding the interest specified under the Act	-	-
(d) Amount of interest accrued and remaining unpaid at the end of the period	-	-
(e) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Act	-	-

There are no dues owned by the Company to Micro and Small Enterprises, which are outstanding for more than 45 days during the year and as at 31st March, 2021 and 31st March, 2020. This information as required under the Micro, Small and Medium Enterprises Development Act 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company and has been relied upon by the Auditors

Notes on Consolidated Financial Statement

Note 1.25 Other Financial Liabilities

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
(a) Current maturities of long-term debt		
Rupees/Foreign Currency Term Loan	1,648.05	1,049.68
Car Loan	12.13	4.94
(b) Interest accrued		
Interest accrued but not due on borrowings	535.55	286.66
(c) Unclaimed/Unpaid dividends	16.51	28.24
(d) Others		
Liabilities for Expenses	2,336.20	2,086.89
Amount Due to Employee	1,324.25	1,138.21
Others Misc. Payable	186.49	262.26
Creditors for Capital Advance	15.38	689.76
Total	6,074.56	5,546.64

- (i) Term Loan from Banks are secured against Property, Plant and Equipments created from such loan. The balance term loan is repayable in 4 quarterly installments or earlier as per the approved sanction
- (ii) There is no amount due and outstanding to be credited to the Investor Education and Protection Fund against unpaid dividend as at 31st March, 2021

Note 1.26 Other Current Liabilities

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
(a) Advances from Customers	4,765.89	10,206.68
(b) TDS and other taxes payable	337.71	760.08
(c) PF, ESI amount Payable	120.24	89.39
(d) Security Deposits	2,178.50	1,991.08
(e) Other Liabilities	1,455.79	1,589.16
Total	8,858.13	14,636.39

Note 1.27 Provisions (Current)

(₹ in Lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
(a) Provision for Gratuity	45.58	50.36
(b) Provision for Leave	103.77	172.84
(c) Provision for Contract Loss Provision	600.40	55.70
(d) Provision for Expenses	2,423.82	1,450.75
(e) Provision for Impairment of Assets/Covid-19	-	14,991.97
Total	3,173.57	16,721.62

The Company accounts for leave and gratuity based on Actuary Valuation

Notes on Consolidated Financial Statement

Note 1.28 Revenue From Operations

(₹ in Lakhs)

Particulars	Year Ended 31.03.2021	Year Ended 31.03.2020
(a) Sale of products	1,04,493.10	118,336.57
(b) Sale of services	77,642.43	82,536.50
(c) Other Operating Revenue	806.37	1154.43
Gross Revenue from Operations	1,82,941.90	2,02,027.50
Less: Inter Segment Revenues	14,057.11	18,847.52
Net Revenue from Operations	168,884.79	183,179.98

Note 1.29 Other Income

(₹ in Lakhs)

Particulars	Year Ended 31.03.2021	Year Ended 31.03.2020
(a) Interest Income		
From Bank	265.14	240.51
From Others	70.59	368.50
(b) Dividend Income		
Income from Non-Current Investments	32.10	60.89
(c) Other non-operating income		
Net gain on Sale of Current Investments	2.77	5.29
Compensation Against Old Refugee Settlement Area	589.74	178.02
Miscellaneous Receipts and Income	297.10	455.56
Sundry Credit Balance Adjusted	0.45	7.77
Profit on sale of Fixed Assets	-	78.75
Rent Received	965.17	364.04
Provision & Excess Liabilities Written Back	2.18	18.09
Insurance Claim Received	66.87	2.05
Gain on fair valuation of Mutual Funds	211.05	293.52
Total	2,503.16	2,072.99

Note 1.30 Cost of Materials Consumed

(₹ in Lakhs)

Particulars	Year Ended 31.03.2021	Year Ended 31.03.2020
Opening Stock of Raw Materials	5,888.18	8,241.44
Add: Raw materials Purchased and Departmental Transfers etc.	68,782.00	84,897.67
	74,670.18	93,139.11
Less: Closing Stock of Raw Materials	3,764.71	5,888.18
	70,905.47	87,250.93
Consumption of Components	44,471.32	62,076.77
Less Inter Segment Revenue	14,057.11	18,847.52
Total	101,319.68	130,480.18

Notes on Consolidated Financial Statement

Note 1.31 Changes In Inventories of Finished Goods and Work-in-Progress

(₹ in Lakhs)

Particulars	Year Ended 31.03.2021	Year Ended 31.03.2020
Opening Stock		
Finished Goods	5,097.35	2,518.97
Work-in-Progress	27,792.32	21,869.00
	32,889.67	24,387.97
Less : Closing Stock		
Finished Goods	1,463.64	5,097.35
Work-in-Progress	14,581.23	27,792.32
	16,044.87	32,889.67
(Increase)/ Decrease in Stock	16,844.80	(8,501.70)

Note 1.32 Employee Benefit Expenses

(₹ in Lakhs)

Particulars	Year Ended 31.03.2021	Year Ended 31.03.2020
a) Salaries ,Wages and Bonus	10,334.05	11,389.26
b) Contribution to provident and other funds		
i) Provident Fund and Pension Fund	660.62	760.49
ii) Superannuation Fund	25.11	50.90
iii) Gratuity	267.67	2.00
c) Staff Welfare Expenses	400.06	592.44
d) VRS Expenses	0.59	1.17
Total	11,688.10	12,796.26

Note 1.33 Finance Costs

(₹ in Lakhs)

Particulars	Year Ended 31.03.2021	Year Ended 31.03.2020
(a) Interest		
i) Banks	5,891.30	5,687.06
ii) Others	3,115.69	2,183.70
(b) Other borrowing costs	1,289.96	1,788.22
Total	10,296.95	9,658.98

Note 1.34 Depreciation and Amortization Expense

(₹ in Lakhs)

Particulars	Year Ended 31.03.2021	Year Ended 31.03.2020
(a) Depreciation on Tangible Assets	3,680.24	3,537.19
(b) Depreciation on Intangible Assets	65.11	72.08
Total	3,745.35	3,609.27

Notes on Consolidated Financial Statement

Note 1.35 Other Expenses

(₹ in Lakhs)

Particulars	Year Ended 31.03.2021	Year Ended 31.03.2020
Consumption of stores and spares part	8,815.25	10,303.71
Power and Fuel	5,515.63	7,167.10
Rent	569.25	535.98
Repairs to buildings	497.86	524.77
Repairs to machinery	364.30	454.16
Repairs to others	111.56	131.34
Insurance	491.89	601.00
Rates and Taxes excluding taxes on Income	411.42	452.42
Freight, Packing and Transport	1,284.00	1,212.39
Erection Expenses	5,687.60	6,767.09
Drawings and Designs	1.01	2.33
Royalty & Knowhow	24.01	60.72
Research & Development	129.54	106.25
Selling Agents Commission	62.32	13.81
Selling Expenses	134.61	294.76
Director's Sitting Fees	23.35	25.40
Director's Commission	12.41	13.61
Payments to the Auditor	-	-
As Auditor	22.00	21.20
For Tax Audit	4.75	4.50
For Quarterly Review	3.60	3.60
For Fees for Other Services (incl for issuing various certificates)	5.11	8.78
As Cost Auditor	1.85	1.85
For Reimbursement of out of pocket expenses	5.01	4.64
Donation	1.04	200.70
CSR Expenses*	11.61	62.96
Miscellaneous Expenses	2,555.95	3,413.57
Sundry Debit Balance Adjusted	37.54	1.14
Capital WIP Written Off	378.48	-
Allowance for bad & doubtful debts	330.91	394.66
Bad Debt/Impairment /Loss of unbilled Revenue	8,817.50	2,681.07
Less: Allowance for bad & doubtful debts	(8,766.32)	(2,582.63)
Net (gain)/loss on foreign currency transaction	(394.15)	(465.06)
(Profit)/ Loss on sale of PPE (Net)	7.57	-
Provision & Excess Liabilities Written Back	0.94	-
Total	27,159.40	32,417.82

*Note on CSR Expense:

i) Gross amount required to be spent by the Company during the year: ₹ 7.31 Lakhs

ii) Amount spent in cash during the year on

Particulars	In Cash	Total
i) Construction/acquisition of any asset	-	-
ii) On purposes other than (i) above	11.61	11.61
Total	11.61	11.61

Notes on Consolidated Financial Statement

Note 1.36 Other Comprehensive Income

(₹ in Lakhs)

Particulars	For the period ended 31.03.2021	For the period ended 31.03.2020
(A) Items that will not be reclassified to profit or loss		
(i) Remeasurements of the defined benefit plans	23.19	17.60
(ii) Equity Instruments through Other Comprehensive Income;	2,123.60	(1,191.09)
(iii) Share of Other Comprehensive Income in Associates and Joint Ventures, to the extent not to be classified into profit or loss	2.22	(1.48)
	2,149.01	(1,174.97)
(B) Items that will be reclassified to profit or loss		
(i) Exchange differences in translating the financial statements of a foreign operation	166.76	(212.38)
Total	166.76	(212.38)

Note 1.37 Related Party Disclosure

(a) Name of the related parties and relationship as per Ind AS 24, where transaction exists.

Relationship	Parties where control Exist 2020-21	Parties where control Exist 2019-20
A. Key Management Personnel	<p>Mr. Saroj Kumar Poddar Executive Chairman</p> <p>-</p> <p>Mr. Indrajit Mookerjee, Managing Director (Redesignated w.e.f: 02nd April, 2020)</p> <p>Mr. A. K. Vijay, Executive Director (Finance) & CFO</p> <p>Mr. D. H. Kela Executive Director & CEO (SF)</p> <p>Mr. Ashish Kr. Gupta, Deputy Managing Director (Appointed w.e.f: 17th November, 2020)</p> <p>-</p> <p>Mr. Ravi Varma Company Secretary</p> <p>Mr. A. C. Chakrabortti, Independent Director</p> <p>Mr. D. R. Kaarthikeyan, Independent Director</p> <p>Ms. Mridula Jhunhunwala, Independent Director (Ceased w.e.f 19th March, 2021)</p> <p>Mr. Sunil Mitra, Independent Director</p> <p>Mr. Utsav Parekh, Independent Director</p> <p>Mr. Virendra Sinha, Independent Director (Appointed w.e.f: 17th Feb, 2021)</p>	<p>Mr. Saroj Kumar Poddar Executive Chairman</p> <p>Mr. Sandeep Fuller, Managing Director (Resigned w.e.f. 31st March, 2020)</p> <p>Mr. Indrajit Mookerjee, Non-Executive Director</p> <p>Mr. A. K. Vijay, Executive Director (Finance) & CFO</p> <p>Mr. D. H. Kela Executive Director & CEO (SF)</p> <p>-</p> <p>Mr. G. C. Agarwal, ED & CEO (HED) (Resigned w.e.f. 31st March, 2020)</p> <p>Mr. Ravi Varma Company Secretary (Appointed w.e.f: 14th December, 2019)</p> <p>Mr. A. C. Chakrabortti, Independent Director</p> <p>Mr. D. R. Kaarthikeyan, Independent Director</p> <p>Ms. Mridula Jhunhunwala, Independent Director</p> <p>Mr. Sunil Mitra, Independent Director</p> <p>Mr. Utsav Parekh, Independent Director</p> <p>-</p>

Notes on Consolidated Financial Statement

Relationship	Parties where control Exist 2020-21	Parties where control Exist 2019-20
	Ms. Rusha Mitra, Independent Director (Appointed w.e.f: 17th Feb,2021) -	- Mr. V. K. Sharma, Independent Director (Resigned w.e.f: 29th June, 2020) Mr. Akshay Poddar, Non – Executive Director
B. Relative of Key Management Personnel	Ms. Jyotsna Poddar (Wife of Mr. S.K.Poddar) Ms. Puja Poddar (Daughter in Law of Mr. S.K.Poddar) Ms. Shradha Agarwal (Daughter of Mr. S.K.Poddar)	Ms. Jyotsna Poddar (Wife of Mr. S.K.Poddar) Ms. Puja Poddar (Daughter in Law of Mr. S.K.Poddar) Ms. Shradha Agarwal (Daughter of Mr. S.K.Poddar)
C. Joint Ventures	Touax Texmaco Railcar Leasing Pvt. Ltd. (50% of Capital held by Company) Wabtec Texmaco Rail Pvt. Ltd. (40% of Capital held by Company) Kalindee Cobra JV Kalindee Kapoor Railcon JV Kalindee Karthik JV Kalindee VNC JV Kalindee IF&LS JV GMR TPL KRNL JV Kalindee Rahee JV Kalindee URC JV JMC – GPT – Vijaywargi – Bright Power JV JMC – Vijaywargi – Bright Power JV Bright – Vijaywargi JV Bright – Kalindee JV Bright – Texmaco JV ISC Projects- Texmaco JV Kalindee ASIS JV Tata Projects – Kalindee JV Texmaco Rahee JV	Touax Texmaco Railcar Leasing Pvt. Ltd. (50% of Capital held by Company) Wabtec Texmaco Rail Pvt. Ltd. (40% of Capital held by Company) Kalindee Cobra JV Kalindee Kapoor Railcon JV Kalindee Karthik JV Kalindee VNC JV Kalindee IF&LS JV GMR TPL KRNL JV Kalindee Rahee JV Kalindee URC JV JMC – GPT – Vijaywargi – Bright Power JV JMC – Vijaywargi – Bright Power JV Bright – Vijaywargi JV - - - - Tata Projects – Kalindee JV TexmacoRahee JV
D. Group Company where Transaction Exists.	Duke Commerce Ltd. Adventz Securities Enterprises Ltd. Zuari Global Ltd. New Eros Tradecom Ltd. Master Exchange & Finance Ltd. Adventz Investments Co. Pvt. Ltd. Adventz Finance Pvt. Ltd. Eureka Traders Pvt. Ltd. Abhishek Holdings Pvt. Ltd. Greenland Trading Pvt. Ltd. Indrakshi Trading Company Pvt. Ltd. Zuari Management Services Ltd. High Quality Steels Ltd. Lionel India Ltd. Lionel Edwards Ltd. Texmaco Infrastructure & Holdings Ltd. Zuari Investments Ltd. Zuari Sugar and Power Ltd. Paradeep Phosphate Ltd. Magnacon Electricals India Ltd. The Pench Valley Coal Company Ltd.	Duke Commerce Ltd. Adventz Securities Enterprises Ltd. Zuari Global Ltd. New Eros Tradecom Ltd. Master Exchange & Finance Ltd. Adventz Investments Co. Pvt. Ltd. Adventz Finance Pvt. Ltd. Eureka Traders Pvt. Ltd. Abhishek Holdings Pvt. Ltd. Greenland Trading Pvt. Ltd. Indrakshi Trading Company Pvt. Ltd. Zuari Management Services Ltd. High Quality Steels Ltd. Lionel India Ltd. Lionel Edwards Ltd. Texmaco Infrastructure & Holdings Ltd. Zuari Investments Ltd. - Paradeep Phosphate Ltd. Magnacon Electricals India Ltd. -

Notes on Consolidated Financial Statement

(b) Related Party Transactions

(₹ in Lakhs)

Transactions	Other Related Party	Subsidiary	Associate	Joint Ventures	Key Mgmt. Personnel	Grand Total	Balance outstanding as on 31/03/2021
Remuneration Paid							
- Mr. Saroj Kumar Poddar	-- (--)	-- (--)	-- (--)	-- (--)	274.37 (379.26)	274.37 (379.26)	-- (53.85)
- Mr. Sandeep Fuller (Resigned w.e.f. 31st March,2020)	-- (--)	-- (--)	-- (--)	-- (--)	-- (114.01)	-- (114.01)	-- (15.41)
- Mr. Indrajit Mookerjee (Appointed w.e.f: 02nd April, 2020)	-- (--)	-- (--)	-- (--)	-- (--)	58.90 (--)	58.90 (--)	-- (--)
- Mr. A.K. Vijay	-- (--)	-- (--)	-- (--)	-- (--)	54.80 (67.26)	54.80 (67.26)	-- (5.19)
- Mr. D. H. Kela	-- (--)	-- (--)	-- (--)	-- (--)	95.38 (126.68)	95.38 (126.68)	-- (10.53)
- Mr. Girish Chandra Agarwal (Resigned w.e.f. 31st March,2020)	-- (--)	-- (--)	-- (--)	-- (--)	-- (56.31)	-- (56.31)	-- (6.31)
- Mr. Ashish Kr. Gupta (Appointed w.e.f: 17th November,2020)	-- (--)	-- (--)	-- (--)	-- (--)	52.08 (--)	52.08 (--)	-- (--)
- Mr. Ravi Varma	-- (--)	-- (--)	-- (--)	-- (--)	22.03 (12.20)	22.03 (12.20)	-- (0.50)
- Mr. A. C. Chakrabortti (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (--)	6.85 (7.75)	6.85 (7.75)	-- (--)
- Mr. D.R. Kaarthikeyan (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (--)	5.85 (5.45)	5.85 (5.45)	-- (--)
- Ms. Mridula Jhunjhunwala (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (--)	6.53 (7.50)	6.53 (7.50)	-- (--)
- Mr. Sunil Mitra (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (--)	5.75 (7.05)	5.75 (7.05)	-- (--)
- Mr. Utsav Parekh (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (--)	4.00 (3.85)	4.00 (3.85)	-- (--)
- Mr. Akshay Poddar (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (--)	5.00 (4.35)	5.00 (4.35)	-- (--)
- Mr. V. K. Sharma (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (--)	-- (0.90)	-- (0.90)	-- (--)
- Ms. Rusha Mitra (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (--)	0.89 (--)	0.89 (--)	-- (--)
- Mr. Virendra Sinha (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (--)	0.89 (--)	0.89 (--)	-- (--)
- Mr. Indrajit Mookerjee (Sitting Fees & Commission)	-- (--)	-- (--)	-- (--)	-- (--)	0.01 (2.17)	0.01 (2.17)	-- (--)
Investment							
- Touax Texmaco Railcar Leasing Pvt. Ltd.	-- (--)	-- (--)	-- (--)	466.83 (450.00)	-- (--)	466.83 (450.00)	4931.82 (4464.99)
- Texmaco Infrastructure & Holdings Ltd.	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	1644.87 (727.27)
- Wabtec Texmaco Rail Pvt. Ltd	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	328.17 (328.17)
Loans & Advances Given							
- Bright-Vijaywargi-JV	-- (--)	-- (--)	-- (--)	48.41 (234.90)	-- (--)	48.41 (234.90)	106.10 (149.40)
- Bright- Kalindee-JV	-- (--)	-- (--)	-- (--)	44.97 (--)	-- (--)	44.97 (--)	(23.65) (15.26)
- Bright- Texmaco-JV	-- (--)	-- (--)	-- (--)	124.48 (--)	-- (--)	124.48 (--)	(140.60) (-92.25)
Loans & Advances Received/Repaid							
- Adventz Finance Pvt. Ltd. ##	-2080.00 (4100.00)	-- (--)	-- (--)	-- (--)	-- (--)	-2080.00 (4100.00)	3120.00 (5200.00)

Notes on Consolidated Financial Statement

Transactions	Other Related Party	Subsidiary	Associate	Joint Ventures	Key Mgmt. Personnel	Grand Total	Balance outstanding as on 31/03/2021
- Adventz Securities Enterprises Ltd.	375.00 (-150.00)	-- (--)	-- (--)	-- (--)	-- (--)	375.00 (-150.00)	1075.00 (700.00)
- Magnacon Electricals India Ltd.	-800.00 (800.00)	-- (--)	-- (--)	-- (--)	-- (--)	-800.00 (800.00)	-- (800.00)
- Zuari Management Services Ltd.	3600.00 (--)	-- (--)	-- (--)	-- (--)	-- (--)	3600.00 (--)	3600.00 (--)
- Zuari Investments Limited	9000.00 (--)	-- (--)	-- (--)	-- (--)	-- (--)	9000.00 (--)	9000.00 (--)
- Zuari Sugar and Power Ltd.	1150.00 (--)	-- (--)	-- (--)	-- (--)	-- (--)	1150.00 (--)	1150.00 (--)
- Mr. Saroj Kumar Poddar**	-- (--)	-- (--)	-- (--)	-- (--)	1500.00 (--)	1500.00 (--)	1500.00 (--)
- Pench Valley Coal Company Ltd.	20.00 (--)	-- (--)	-- (--)	-- (--)	-- (--)	20.00 (--)	20.00 (--)
Dividend Paid							
- Mr.Saroj Kumar Poddar	-- (--)	-- (--)	-- (--)	-- (--)	4.15 (12.06)	4.15 (12.06)	-- (--)
- Ms Jyotsna Poddar	0.07 (0.25)	-- (--)	-- (--)	-- (--)	-- (--)	0.07 (0.25)	-- (--)
- Ms. Puja Poddar	0.03 (0.10)	-- (--)	-- (--)	-- (--)	-- (--)	0.03 (0.10)	-- (--)
- Mr. Akshay Poddar	-- (--)	-- (--)	-- (--)	-- (--)	0.01 (0.05)	0.01 (0.05)	-- (--)
- Ms. Shradha Agarwal	0.01 (0.05)	-- (--)	-- (--)	-- (--)	-- (--)	0.01 (0.05)	-- (--)
- Abhishek Holdings Pvt. Ltd.	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)
- Adventz Securities Enterprises Ltd.	3.81 (13.33)	-- (--)	-- (--)	-- (--)	-- (--)	3.81 (13.33)	-- (--)
- Adventz Finance Pvt. Ltd.	8.48 (29.32)	-- (--)	-- (--)	-- (--)	-- (--)	8.48 (29.32)	-- (--)
- Adventz Investments Co. Pvt. Ltd.	3.04 (10.62)	-- (--)	-- (--)	-- (--)	-- (--)	3.04 (10.62)	-- (--)
- Duke Commerce Ltd.	7.51 (26.30)	-- (--)	-- (--)	-- (--)	-- (--)	7.51 (26.30)	-- (--)
- Eureka Traders Pvt. Ltd.	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)
- Greenland Trading Pvt. Ltd.	0.04 (0.12)	-- (--)	-- (--)	-- (--)	-- (--)	0.04 (0.12)	-- (--)
- Master Exchange & Finance Ltd.	0.02 (0.05)	-- (--)	-- (--)	-- (--)	-- (--)	0.02 (0.05)	-- (--)
- New Eros Tradecom Ltd.	0.74 (2.58)	-- (--)	-- (--)	-- (--)	-- (--)	0.74 (2.58)	-- (--)
- Indrakshi Trading Company Pvt. Ltd.	0.03 (0.11)	-- (--)	-- (--)	-- (--)	-- (--)	0.03 (0.11)	-- (--)
- Texmaco Infrastructure & Holdings Ltd.	58.50 (191.10)	-- (--)	-- (--)	-- (--)	-- (--)	58.50 (191.10)	-- (--)
- Zuari Investments Ltd.	25.06 (101.37)	-- (--)	-- (--)	-- (--)	-- (--)	25.06 (101.37)	-- (--)
- Zuari Global Ltd.	4.04 (14.12)	-- (--)	-- (--)	-- (--)	-- (--)	4.04 (14.12)	-- (--)
- Mr. D. H. Kela	-- (--)	-- (--)	-- (--)	-- (--)	0.03 (0.11)	0.03 (0.11)	-- (--)
- Mr. Sandeep Fuller (Resigned w.e.f. 31st March,2020)	-- (--)	-- (--)	-- (--)	-- (--)	-- (0.18)	-- (0.18)	-- (--)
- Mr. A.K. Vijay	-- (--)	-- (--)	-- (--)	-- (--)	0.05 (0.18)	0.05 (0.18)	-- (--)

Notes on Consolidated Financial Statement

Transactions	Other Related Party	Subsidiary	Associate	Joint Ventures	Key Mgmt. Personnel	Grand Total	Balance outstanding as on 31/03/2021
- Mr. Ravi Varma	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)
- Mr. A. C. Chakrabortti	-- (--)	-- (--)	-- (--)	-- (--)	-- (0.01)	-- (0.01)	-- (--)
Dividend Received							
- Texmaco Infrastructure & Holdings Ltd.	4.70 (4.70)	-- (--)	-- (--)	-- (--)	-- (--)	4.70 (4.70)	-- (--)
Others							
- Adventz Finance Pvt. Ltd. (Rent Paid)	15.79 (15.73)	-- (--)	-- (--)	-- (--)	-- (--)	15.79 (15.73)	-- (--)
- Adventz Finance Pvt. Ltd. (Interest Paid)	710.74 (515.23)	-- (--)	-- (--)	-- (--)	-- (--)	710.74 (515.23)	127.90 (105.10)
- Adventz Securities Enterprises Ltd. (Interest Paid)	106.97 (103.72)	-- (--)	-- (--)	-- (--)	-- (--)	106.97 (103.72)	27.12 (22.55)
- Magnacon Electricals India Ltd. (Interest Paid)	90.73 (68.11)	-- (--)	-- (--)	-- (--)	-- (--)	90.73 (68.11)	-- (68.11)
- Zuari Management Services Ltd. (Interest Paid)	438.06 (--)	-- (--)	-- (--)	-- (--)	-- (--)	438.06 (--)	405.21 (--)
- Zuari Sugar and Power Ltd. (Interest Paid)	58.68 (--)	-- (--)	-- (--)	-- (--)	-- (--)	58.68 (--)	54.28 (--)
- Zuari Investment Ltd. (Interest Paid)	29.25 (--)	-- (--)	-- (--)	-- (--)	-- (--)	29.25 (--)	27.06 (--)
- Pench Valley Coal Company Ltd (Interest Paid)	0.37 (--)	-- (--)	-- (--)	-- (--)	-- (--)	0.37 (--)	0.34 (--)
- Mr. Saroj Kumar Poddar (Interest Paid)	-- (--)	-- (--)	-- (--)	-- (--)	349.81 (--)	349.81 (--)	326.44 (--)
- High Quality Steels Ltd. (Services Received)	530.97 (492.43)	-- (--)	-- (--)	-- (--)	-- (--)	530.97 (492.43)	59.14 (--)
- Lionel India Ltd. (Services Received)	24.17 (151.64)	-- (--)	-- (--)	-- (--)	-- (--)	24.17 (151.64)	14.44 (60.36)
- Lionel Edwards Ltd. (Services Received)	-- (37.22)	-- (--)	-- (--)	-- (--)	-- (--)	-- (37.22)	-- (9.77)
- Zuari Management Services Ltd. (Services Received)	19.19 (335.27)	-- (--)	-- (--)	-- (--)	-- (--)	19.19 (335.27)	9.71 (53.87)
- Texmaco Infrastructure & Holdings Ltd. (Rent Received)	0.72 (0.72)	-- (--)	-- (--)	-- (--)	-- (--)	0.72 (0.72)	-- (--)
- Texmaco Infrastructure & Holdings Ltd. (Rent Paid)	68.74 (68.74)	-- (--)	-- (--)	-- (--)	-- (--)	68.74 (68.74)	73.03 (114.60)
- Texmaco Infrastructure & Holdings Ltd. (Services Received)	-- (149.09)	-- (--)	-- (--)	-- (--)	-- (--)	-- (149.09)	-- (26.54)
- Wabtec Texmaco Rail Pvt. Ltd. (Sale of Goods)	-- (--)	-- (--)	-- (--)	412.40 (516.35)	-- (--)	412.40 (516.35)	156.22 (330.34)
- Wabtec Texmaco Rail Pvt. Ltd. (Purchase of Goods)	-- (--)	-- (--)	-- (--)	431.95 (1590.60)	-- (--)	431.95 (1590.60)	-- (282.81)
- Wabtec Texmaco Rail Pvt. Ltd. (Sale of Services)	-- (--)	-- (--)	-- (--)	169.43 (209.36)	-- (--)	169.43 (209.36)	43.29 (29.20)
- Touax Texmaco Railcar Leasing Pvt. Ltd. (Sale of Goods & Services)	-- (--)	-- (--)	-- (--)	2181.17 (4228.11)	-- (--)	2181.17 (4228.11)	2550.19 (112.45)
- Touax Texmaco Railcar Leasing Pvt. Ltd. (Rent Received)	-- (--)	-- (--)	-- (--)	3.23 (1.37)	-- (--)	3.23 (1.37)	0.48 (--)
- Touax Texmaco Railcar Leasing Pvt. Ltd. (Deposit Against Order)	-- (--)	-- (--)	-- (--)	-- (700.56)	-- (--)	-- (700.56)	24.56 (1964.72)
- Touax Texmaco Railcar Leasing Pvt. Ltd. (Interest receivable against CCD given)	-- (--)	-- (--)	-- (--)	298.04 (301.35)	-- (--)	298.04 (301.35)	862.25 (491.71)
- Paradeep Phosphate Ltd (Rent Received)	3.59 (7.69)	-- (--)	-- (--)	-- (--)	-- (--)	3.59 (7.69)	-- (--)

Notes on Consolidated Financial Statement

Transactions	Other Related Party	Subsidiary	Associate	Joint Ventures	Key Mgmt. Personnel	Grand Total	Balance outstanding as on 31/03/2021
- Bright-Vijaywargi JV (Sale of Goods & Services)	-- (--)	-- (--)	-- (--)	2796.59 (5536.84)	-- (--)	2796.59 (5536.84)	528.30 (1570.70)
- Bright-Vijaywargi JV (Mobilization Advance Received)	-- (--)	-- (--)	-- (--)	-- (637.82)	-- (--)	-- (637.82)	-- (196.88)
- JMC-GPT-Vijaywargi-Bright Power JV (Sale of Goods & Services)	-- (--)	-- (--)	-- (--)	123.85 (--)	-- (--)	123.85 (--)	122.21 (120.52)
- JMC-Vijaywargi-Bright Power JV (Sale of Goods & Services)	-- (--)	-- (--)	-- (--)	49.74 (--)	-- (--)	49.74 (--)	308.40 (264.39)
- Bright-Kalindee JV (Sale of Goods & Services)	-- (--)	-- (--)	-- (--)	744.47 (633.52)	-- (--)	744.47 (633.52)	239.38 (230.72)
- Bright-Textmaco JV (Sale of Goods & Services)	-- (--)	-- (--)	-- (--)	3518.28 (10747.90)	-- (--)	3518.28 (10747.90)	750.14 (1486.99)
- ISC Projects -Textmaco JV (Sale of Goods & Services)	-- (--)	-- (--)	-- (--)	1948.70 (--)	-- (--)	1948.70 (--)	356.46 (--)
- JMC-Vijaywargi-Bright Power JV (Amount paid on behalf of Company)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	1.15 (1.15)
- JMC-GPT-Vijaywargi-Bright Power JV (Amount paid on behalf of Company)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	2.45 (2.45)
- Kalindee Cobra JV (Sale of Goods)	-- (--)	-- (--)	-- (--)	1431.00 (1244.80)	-- (--)	1431.00 (1244.80)	573.41 (870.44)
- Kalindee Cobra JV (Amount paid by the company on behalf of others)	-- (--)	-- (--)	-- (--)	1.44 (0.60)	-- (--)	1.44 (0.60)	-- (--)
- Kalindee IL & FS JV (Sale of Goods)	-- (--)	-- (--)	-- (--)	19.64 (685.33)	-- (--)	19.64 (685.33)	1346.48 (2406.91)
- Kalindee Kapoor Railcon JV (Sale of Goods)	-- (--)	-- (--)	-- (--)	90.47 (2282.72)	-- (--)	90.47 (2282.72)	316.04 (2279.31)
- Kalindee Kapoor Railcon JV (Amount paid on behalf of the company)	-- (--)	-- (--)	-- (--)	1.71 (12.66)	-- (--)	1.71 (12.66)	-- (--)
- Kalindee Karthik JV (Sale of Goods)	-- (--)	-- (--)	-- (--)	112.64 (-4.78)	-- (--)	112.64 (-4.78)	529.31 (401.46)
- Kalindee Rahee JV (Amount paid by the company on behalf of others)	-- (--)	-- (--)	-- (--)	28.02 (1386.49)	-- (--)	28.02 (1386.49)	905.79 (2364.64)
- Kalindee URC JV (Sale of Goods)	-- (--)	-- (--)	-- (--)	212.25 (363.69)	-- (--)	212.25 (363.69)	181.43 (223.35)
- Kalindee URC JV (Amount paid by the company on behalf of others)	-- (--)	-- (--)	-- (--)	-- (2.81)	-- (--)	-- (2.81)	-- (--)
- Kalindee VNC JV (Amount paid by the company on behalf of others)	-- (--)	-- (--)	-- (--)	32.89 (178.79)	-- (--)	32.89 (178.79)	1681.28 (1604.02)
- GMR TPL KRNL JV (Sale of Goods)	-- (--)	-- (--)	-- (--)	849.28 (170.43)	-- (--)	849.28 (170.43)	878.34 (1270.02)
- Tata Projects- Kalindee JV (Sale of Goods)	-- (--)	-- (--)	-- (--)	553.49 (529.95)	-- (--)	553.49 (529.95)	465.30 (112.88)
- Textmaco-Rahee JV (Sale of Goods)	-- (--)	-- (--)	-- (--)	691.05 (378.25)	-- (--)	691.05 (378.25)	67.24 (67.24)
- Textmaco-Asis JV (Sale of Goods)	-- (--)	-- (--)	-- (--)	12.05 (--)	-- (--)	12.05 (--)	-- (--)
Corporate Guarantee Given							
- Touax Textmaco Railcar Leasing Pvt. Ltd. (Against Sale of Wagons)	-- (--)	-- (--)	-- (--)	958.48 (--)	-- (--)	958.48 (--)	2664.87 (1706.39)
Corporate Guarantee Received							
- Textmaco Infrastructure & Holdings Ltd. (Against Cash Credit facility)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)	-- (5000.00)

Note: Figures in brackets are for previous financial year.

****** Loan (ICD) received from Shri Saroj Kumar Poddar during the year amounts to ₹ 6500.00 Lakh out of which ₹ 5000.00 Lakh is converted to Equity Share Capital by way of Preferential Allotment.

Loan (ICD) received from Adventz Finance Pvt. Ltd. during the year amounts to ₹ 1720.00 Lakh out of which ₹ 2900.00 Lakh is converted to Equity Share Capital by way of Preferential Allotment. Loan Repaid ₹ 900.00 during the year.

Notes on Consolidated Financial Statement

Note 1.38 Earning Per Share – The Numerator And Denominator Used To Calculate Basic/ Diluted Earning Per Share

Particulars		2020-21	2019-20
Net Profit for the period from ordinary activities attributable to equity shareholders (Excluding Preference Share Dividend) – used as numerator.	₹ in Lakhs	1,415.83	(6,483.02)
Weighted average number of Equity share outstanding used as denominator for Basic earning per share.	Number	22,74,42,678	22,48,57,832
Weighted Average Number of Equity share used on denominator for Diluted Earning Per Share	Number	22,74,42,678	22,48,57,832
(A) Basic Earning per share (face value of ₹ 1/- each)	₹	0.62	(2.88)
(B) Diluted Earning per share (face value of ₹ 1/- each)	₹	0.62	(2.88)

Note No. 1.39 Principles of Consolidation

- a) The consolidated financial statements include results of the subsidiaries of Texmaco Rail & Engineering Limited., consolidated in accordance with Ind AS 110 'Consolidated Financial Statements'.

Name of the Company	Country of Incorporation	% Shareholding
Belur Engineering Pvt. Ltd.	India	100%
Texmaco Transtrak Pvt. Ltd.	India	51%
Texmaco Rail Systems Pvt. Ltd.	India	67.11%
Texmaco SA (PTY) Ltd.	India	N.A.
Texmaco Rail Electrification Pvt Ltd.	India	100%
Texmaco Engineering Udyog Pvt Ltd.	India	100%

- b) These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provision of the Act.

All assets and liabilities have been classified as current or non – current as per the Company's normal operating cycle and other criteria set out in the Schedule III (Division II) to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and realisation in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

- c) Accounting policies applicable in consolidated financial statements
- The Company combines the financial statements of the parent and its subsidiaries line adding together like items of assets, liabilities, equity, income and expenses. Inter-company transaction, balance and unrealised gains on transactions between group companies are eliminated.
 - Non-controlling interests in the results and equity of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Balance Sheet respectively.
 - Investments in Associates are accounted for using the equity method of accounting, after initially being recognized at cost. Under the equity method of accounting, the investments are adjusted thereafter to recognise the Company's share of the post – acquisition profit or losses of the investee in profit and loss, and the company's share of other comprehensive income of the investee in other comprehensive income.
 - Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries where the Company is able to control the timing of reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Notes on Consolidated Financial Statement

Note 1.40 Financial Instruments

A. Accounting classification and fair values

(₹ in Lakhs)

31st March 2021	Carrying amount			Fair value				
	FVTPL	FVTOCI	Amortised Cost*	Total	Level 1	Level 2	Level 3	Total
Financial Assets (Long Term)								
- Investments	-	3,935.36	5,650.86	9,586.22	3,935.36	5,650.86	-	9,586.22
- Loans & Advances	-	-	568.36	568.36	-	-	568.36	568.36
- Bank Balances	-	-	1,025.16	1,025.16	-	-	1,025.16	1,025.16
- Others	-	-	178.53	178.53	-	-	178.53	178.53
Financial Assets (Short Term)								
- Investments	3,546.91	-	-	3,546.91	3,546.91	-	-	3,546.91
- Trade Receivable	-	-	61,148.82	61,148.82	-	-	61,148.82	61,148.82
- Cash and cash equivalents	-	-	2,260.14	2,260.14	-	-	2,260.14	2,260.14
- Bank Balances & Others	-	-	8,270.02	8,270.02	-	-	8,270.02	8,270.02
- Loans & Advances	-	-	1,877.52	1,877.52	-	-	1,877.52	1,877.52
Total	3,546.91	3,935.36	80,979.41	88,461.68	7,482.27	5,650.86	75,328.55	88,461.68
Financial liabilities (Long Term)								
- Borrowings	-	-	3,575.21	3,575.21	-	-	3,575.21	3,575.21
Financial liabilities (Short Term)								
- Borrowings	-	-	72,690.04	72,690.04	-	-	72,690.04	72,690.04
- Trade Payable	-	-	43,016.86	43,016.86	-	-	43,016.86	43,016.86
- Other Financial Liabilities	-	-	6,074.56	6,074.56	-	-	6,074.56	6,074.56
	-	-	-	-	-	-	-	-
Total	-	-	125,356.67	125,356.67	-	-	125,356.67	125,356.67

(₹ in Lakhs)

31st March 2020	Carrying amount			Fair value				
	FVTPL	FVTOCI	Amortised Cost*	Total	Level 1	Level 2	Level 3	Total
Financial Assets (Long Term)								
- Investments	-	1,811.76	4,749.60	6,561.36	1,811.76	4,749.60	-	6,561.36
- Loans & Advances	-	-	725.03	725.03	-	-	725.03	725.03
- Bank Balances	-	-	1,109.34	1,109.34	-	-	1,109.34	1,109.34
- Others	-	-	103.60	103.60	-	-	103.60	103.60
Financial Assets (Short Term)								
- Investments	3,499.62	-	-	3,499.62	3,499.62	-	-	3,499.62
- Trade Receivable	-	-	64,450.00	64,450.00	-	-	64,450.00	64,450.00
- Cash and cash equivalents	-	-	1,676.29	1,676.29	-	-	1,676.29	1,676.29
- Bank Balances & Others	-	-	6,684.65	6,684.65	-	-	6,684.65	6,684.65
- Loans & Advances	-	-	1,470.69	1,470.69	-	-	1,470.69	1,470.69
Total	3,499.62	1,811.76	80,969.20	86,280.58	5,311.38	4,749.60	76,219.60	86,280.58
Financial liabilities (Long Term)								
- Borrowings	-	-	5,269.99	5,269.99	-	-	5,269.99	5,269.99
Financial liabilities (Short Term)								
- Borrowings	-	-	69,711.48	69,711.48	-	-	69,711.48	69,711.48
- Trade Payable	-	-	55,416.13	55,416.13	-	-	55,416.13	55,416.13
- Other Financial Liabilities	-	-	5,546.64	5,546.64	-	-	5,546.64	5,546.64
Total	-	-	135,944.24	135,944.24	-	-	135,944.24	135,944.24

* The carrying value and the fair value approximates.

Notes on Consolidated Financial Statement

B. Measurement of fair values

The table shown above analyses financial instruments carried at fair value, by valuation method. The different levels have been defined below:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

C. Valuation techniques

The following methods and assumptions were used to estimate the fair values

- 1) Fair value of the cash and short term deposits, current loans and advances and other current financial liabilities, short term borrowing from banks and other financial institutions and other similar items approximate their carrying value largely due to short term maturities of these instruments.
- 2) Long-term receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual credit worthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.
- 3) The fair value of unquoted instruments, loans from banks/financial institution and other financial liabilities is estimated by discounting future cash flows using rates currently available for debt of similar terms, credit risk and remaining maturities.

Note 1.41 Tax Expense

(₹ in Lakhs)

Particulars	For the Year ended	
	31.03.2021	31.03.2020
a) Tax Expense		
Current Tax		
- Current tax on profits for the year	-	747.00
- Adjustments for current tax of prior periods	(21.80)	(109.89)
- Total current tax expense	(21.80)	637.11
Deferred Tax		
- Decrease/(increase) in deferred tax assets	(524.78)	(3,702.16)
- (Decrease)/increase in deferred tax liabilities	519.31	36.86
- Total deferred tax expenses/(benefit)	(5.47)	(3,665.30)
MAT credit entitlement	-	(257.46)
Tax Expense	(27.27)	(3,285.65)
b) Reconciliation of tax expenses and the accounting profit multiplied by India's tax rate		
Profit before tax	333.67	(10,199.81)
Tax at the Indian tax rate of 34.944% (previous year - 34.944%)	116.60	(3,564.22)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income		
- Corporate social responsibility expenditure	4.19	22.00
- Disallowance of estimated expenditure to earn tax exempt income		10.83
- Others		160.74
Tax effect of amounts which are deductible (non-taxable) in calculating taxable income		
- Weighted deduction on R&D expenses		(18.56)
- Income from Investment	(82.12)	(78.97)
- Income from rented property	(101.69)	(38.49)
- Others		(27.61)
Tax effect of other adjustment		
- Income tax for earlier years	(21.80)	(110.78)
- MAT Credit/carry forward losses adjustment & Others	57.55	359.41
Tax Expense	(27.27)	(3,285.65)

Notes on Consolidated Financial Statement

Note 1.42: Information on Segment Working is given below-

(₹ in Lakhs)

Particulars	2020-21				2019-20			
	Heavy Engg. Division	Steel Foundry	Rail EPC	Total	Heavy Engg. Division	Steel Foundry	Rail EPC	Total
	1	2	3	4 (1+2+3)	1	2	3	4 (1+2+3)
Revenue (Net of Excise Duty and Cess)								
Gross Sales	72,907.26	31,657.35	77,570.92	182,135.53	83,642.51	34,781.42	82,449.14	200,873.07
Internal-Segment Sales	(1,728.57)	(12,328.54)	-	(14,057.11)	(1,810.74)	(17,036.78)	-	(18,847.52)
Other Operating Revenue	289.60	305.45	211.32	806.37	1,154.43	-	-	1,154.43
Total	71,468.29	19,634.26	77,782.24	168,884.79	82,986.20	17,744.64	82,449.14	183,179.98
Result								
Segment Result	1,430.73	1,426.86	5,150.06	8,007.65	3,374.43	4,026.80	4,231.55	11,632.78
Others (Net of Unallocated Expenses)				997.28				421.13
Operating Profit/(Loss)				9,004.93				12,053.91
Interest Expense				(9,006.99)				(7,870.76)
Interest Income				335.73				609.01
Total Profit/(Loss) before Tax				333.67				4,792.16
Provision for Current Tax				-				(489.54)
Provision for Deferred Tax				5.47				3,665.30
Income Tax for Earliear Year				21.80				109.89
Profit/(Loss) from ordinary activities				360.94				8,077.81
Extra ordinary items				-				(14,991.97)
Net Profit/(Loss)				360.94				(6,914.16)
Other Information								
Segment Assets	88,097.47	40,593.12	122,364.07	251,054.66	97,269.56	46,204.23	135,121.26	278,595.05
Unallocated Corporate assets				13,133.13				10,060.98
Total assets				264,187.79				288,656.03
Segment liabilities	51,202.68	9,518.38	89,326.77	150,047.83	57,928.03	19,387.91	108,606.89	185,922.83
Unallocated corporate liabilities				-				-
Total Liabilities				150,047.83				185,922.83
Capital expenditure				1,500.05				7,359.71
Depreciation				3,745.35				3,609.27
Non-cash expenses other than depreciation				798.11				494.24

Note: The Company operates predominantly within the geographical limits of India and accordingly secondary segments have not been considered.

Notes on Consolidated Financial Statement

Note 1.43 Information for Consolidated Financial Statements pursuant to Schedule III of the Companies Act, 2013

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in Profit or (Loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated Net Assets	Amount (₹ in lakhs)	As % of consolidated profit or loss	Amount (₹ in lakhs)	As % of consolidated other comprehensive income	Amount (₹ in lakhs)	As % of total comprehensive income	Amount (₹ in lakhs)
Parent								
Texmaco Rail & Engineering Ltd.	100.04%	113,966.32	98.70%	1,186.63	99.90%	2,313.55	99.49%	3,500.18
Indian Subsidiaries								
Belur Engineering Pvt. Ltd.	0.03%	34.97	1.71%	20.61	-	-	0.59%	20.61
Texmaco Transtrack Pvt. Ltd.	-0.40%	(455.85)	-36.24%	(435.66)	-	-	-12.38%	(435.66)
Texmaco Rail Systems Pvt. Ltd.	-	(0.15)	-0.07%	(0.90)	-	-	-0.03%	(0.90)
Texmaco Rail Electrification Pvt. Ltd.	-	1.74	-0.02%	(0.26)	-	-	-0.01%	(0.26)
Texmaco Engineering Udyog Pvt. Ltd.	-	0.82	-0.01%	(0.18)	-	-	-0.01%	(0.18)
Texmaco SA (PTY) Ltd.	-	-	-0.01%	(0.11)	-	-	-0.01%	(0.11)
Non Controlling Interest in all subsidiaries	-0.20%	(223.41)	-17.76%	(213.57)	-	-	-6.07%	(213.57)
Joint Ventures								
Touax Texmaco Railcar Leasing Pvt. Ltd.	-	-	55.98%	673.01	-	-	19.13%	673.01
Wabtech Texmaco Rail Pvt. Ltd.	-	-	14.14%	169.98	0.10%	2.22	4.89%	172.20
Associate Companies								
Texmaco Defence Pvt. Ltd.	-	-	-0.14%	(1.68)	-	-	-0.05%	(1.68)
Consolidation Adjustment and Elimination	0.52%	592.11	-16.27%	(195.61)	-	-	-5.56%	(195.61)
Total	100.00%	113,916.55	100.00%	1,202.26	100.00%	2,315.77	100.00%	3,518.03

Notes on Consolidated Financial Statement

Other Disclosures

Other notes and disclosures to be inserted in the consolidated financial statements are similar to those of standalone financial statements of Texamco Rail & Engineering Ltd.; and hence have not been repeated here.

The relevant note references in the standalone financial statements are given below:

Particulars	Note Reference of standalone financial statements
Commitments & Contingent Liabilities	Note 1.37
Movement of Provisions during the year as required under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.	Note 1.38
Employee Benefits Obligation	Note 1.44
Amount Remitted During the Year on Account of Dividend (As Certified by the Management)	Note 1.45
Value of Raw Materials and Stores Consumed (Including Components and Spare Parts) Services Etc.	Note 1.46
Value of Imports on C.I.F. Basis	Note 1.47
Analysis of Raw Material Consumed	Note 1.48
Expenditure in Foreign Currency	Note 1.51
Income in Foreign Exchange	Note 1.52
Details of Inventory of Work in Progress	Note 1.53
As a part of company's risk management policy, the financial risks mainly relating to changes in the exchange rates are hedged by using a combination of forward contracts, besides the natural hedges.	Note 1.54
Details of Income / Expenses disclosed on net basis	Note 1.55
Financial Risk Management Objectives and policies	Note 1.57
Covid-19 Impact	Note 1.63

There are no changes arising out of inclusion of the subsidiaries/associate amounts in the above disclosures

Note 1.44 Previous year figure have been regrouped/ rearranged/ restated/ recast wherever necessary to confirm this year classification.

Note 1.45 Figures below ₹ 500/- have been omitted for rounding off, ₹ 500/- and above have been rounded off to the next ₹ 1000/-.

Notes referred to above form an integral part of the Financial Statements
In terms of our Report of even date attached herewith.

For **L. B. Jha & Co.**

Chartered Accountants

Firm Registration No: 301088E

D.N. Roy

Partner

Membership No.300389

Place: B2/1, Gillander House

8, Netaji Subhas Road

Kolkata-700 001

Dated: 14th May, 2021

Ravi Varma

Company Secretary

Directors

S. K. Poddar

A. C. Chakrabortti

Indrajit Mookerjee

A. K. Gupta

D. H. Kela

A. K. Vijay

[illegible]

Foreign delegates meet **TEXMACO RAIL TEAM**





TEXMACO RAIL & ENGINEERING LIMITED

The Total Rail Solution Provider
Belgharia, Kolkata 700 056

