

November 18, 2014

<b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex Bandra (East), Mumbai - 400 051	<b>BSE Limited</b> General Manager Department of Corporate Services Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001	<b>Calcutta Stock Exchange Limited</b> 7, Lyons Range, Kolkata 700001
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Dear Sirs,

**Sub: Proposed qualified institutions placement ("QIP") of equity shares ("Equity Shares") by Texmaco Rail & Engineering Limited ("Company")**

We have examined various documents and other materials in connection with the finalisation of the Preliminary Placement document pertaining to the QIP. WE CONFIRM that:

1. the QIP is being carried out in accordance with the authority accorded by the shareholders of the Company in their general body meeting held on September 4, 2014;
2. the preliminary placement document dated November 18, 2014 contains all the material information, including the information specified in Schedule XVIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI Regulations**"); and
3. nothing contained therein is in contravention of Chapter VIII of the SEBI Regulations, and we have carried out due diligence as per the requirements of Chapter VIII of the SEBI Regulations.

Thanking you,

Yours sincerely,

**For ICICI Securities Limited**



**Authorized Signatory**

Name: *Sumit Agarwal*  
Designation: *AVP*

Member of National Stock Exchange of India Ltd. & Bombay Stock Exchange Ltd.  
Capital Market : NSE Regn. No. INB 230773037, BSE Regn. No. INB 011286854  
Futures & Options : NSE Regn. No. INF 230773037, BSE Regn. No. INF 010773035  
Currency Derivatives : NSE Regn. No. INE 230773037  
CIN No.: U67120MH1995PLC086241

**ICICI Securities Limited**  
**Registered Office (Institutional):**  
ICICI Centre, H. T. Parekh Marg,  
Churchgate, Mumbai 400 020, India.  
Tel (91 22) 2288 2460/70  
Fax (91 22) 2282 6580

**Corporate Office (Retail):**  
Shree Sawan Knowledge Park, Plot No. D-507,  
T.T.C. Ind. Area, M.I.D.C., Turbhe, Navi Mumbai - 400 705  
Tel (91 22) 4070 1000  
Fax (91 22) 4070 1022

**Name of Compliance Officer (Broking Operations) :** Ms. Mamta Jayaram Shetty  
**Email Address:** complianceofficer@icicisecurities.com / Tel (91 22) 4070 1000  
**Website Address:** www.icicisecurities.com / www.icicidirect.com



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Dear Sirs,

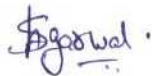
**Sub: Proposed qualified institutions placement ("QIP") of equity shares ("Equity Shares") by Texmaco Rail & Engineering Limited ("Company")**

We hereby confirm that the proposed issue of Equity Shares by Texmaco Rail & Engineering Limited, will be in compliance with Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI Regulations**"), and the Company complies with the requirements of Chapter VIII of the SEBI Regulations.

Thanking you,

Yours sincerely,

**For ICICI Securities Limited**



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