



TEXMACO

Texmaco Rail & Engineering Ltd.

Belgharia Works

CIN No. : L29261WB1998PLC087404

GSTIN No.: 19AABCT2592E1ZA

16th September, 2018

*The Corporate Relation
Department
BSE Limited,
1st Floor, P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001*

*The Listing Department
National Stock Exchange of
India Limited,
5th Floor, Exchange Plaza,
Bandra - Kurla Complex,
Bandra (E),
Mumbai – 400 051*

*The Secretary
The Calcutta Stock Exchange
Limited
7, Lyons Range,
Kolkata – 700 001*

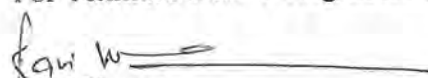
Dear Sir(s),

We wish to inform you that in terms of the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular dated 4th November, 2015, the Company had provided the facility to vote through postal ballot, remote e-voting and e-voting at the venue of Meeting of Equity Shareholders (Meeting) through Karvy Computershare Private Limited for approval of the Scheme of Arrangement, in terms of Sections 230 to 232 of the Companies Act, 2013 with other applicable provisions, if any, between Texmaco Hitech Private Limited and Bright Power Projects (India) Private Limited and the Company, and their respective shareholders and Creditors, for the Amalgamation of Texmaco Hitech Private Limited and Bright Power Projects (India) Private Limited into and with the Company. We would like to advise that the Item in terms of Notice dated 13th August, 2018 placed at the Meeting held on Saturday, 15th September, 2018 at 1:00 P.M. at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata - 700 056, has been approved by the Equity Shareholders through postal ballot, remote e-voting and e-voting at the venue of the Meeting with the requisite majority.

We enclose the summary of the proceedings of the Meeting along with the details of the voting results in respect of the aforesaid Resolutions in the prescribed format, as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Annexure 1** and the Scrutinizer's combined Report - **Annexure 2**.

Thanking You,

Yours Faithfully,
For Texmaco Rail & Engineering Limited


Ravi Varma
Company Secretary



Encl: a/a

SUMMARY OF THE PROCEEDINGS OF THE MEETING OF EQUITY SHAREHOLDERS HELD ON 15TH SEPTEMBER, 2018

Mr. Rabi Barua, Chairman appointed by the NCLT vide its Order dated 31st July, 2018, chaired the Meeting of the Equity Shareholders of the Company (Meeting) held at 1:00 pm at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata - 700 056.

The Chairman welcomed the Members to the Meeting. The Chairman announced that the requisite quorum for the Meeting being present, the Meeting was called to order. Mr. A. K. Vijay, Director of the Company also attended the Meeting.

The Notice of the Meeting, the Explanatory Statement under Sections 230, 232 and 102 of the Companies Act, 2013 read with the Rules framed thereunder and the Scheme for approval of the Arrangement, in terms of Section 230 to 232 of the Companies Act, 2013 with other applicable provisions, if any, between Texmaco Hitech Private Limited and Bright Power Projects (India) Private Limited and the Company, and their respective shareholders and Creditors, for the Amalgamation of Texmaco Hitech Private Limited and Bright Power Projects (India) Private Limited into and with the Company (Scheme), had already been dispatched to all the Members. With the consent of the Members, the Notice was taken as read.

The Chairman informed that as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in terms of the Scheme, the Company had provided facility to vote through postal ballot, remote e-voting and e-voting at the venue of the Meeting. The Chairman advised that those Shareholders who had not been able to cast their votes by remote e-voting, may avail the facility of e-voting provided at the venue of the Meeting.


The Chairman informed that CS Rasna Goyal (Membership no. F9096) has been appointed as the Scrutinizer by the NCLT vide its said Order to conduct the postal ballot process, remote e-voting and e-voting at the venue of Meeting.

The Chairman announced that combined Results of postal ballot, remote e-voting and e-voting at the venue of Meeting would be available on the website of the Company and also on the website of Stock Exchange(s) where the Equity Shares of the Company are listed i.e. The National Stock Exchange of India Limited, The BSE Limited and The Calcutta Stock Exchange Limited.

The Meeting concluded at 1:40 PM.

Accordingly, the results of voting are hereby notified to the Stock Exchanges and updated on the Company's website.

For Texmaco Rail & Engineering Limited


Ravi Varma
Company Secretary

Annexure 1

TEXMACO RAIL & ENGINEERING LIMITED

Scrip Code - NSE : TEXRAIL , BSE : 533326 , CSE : 30285

Date of Meeting of Equity Shareholders

15th September, 2018

Total number of Shareholders on record date

69911

No. of Shareholders present in the Meeting either in person or through proxy:

Promoters and Promoter Group:

26

Public:

162

No. of Shareholders attended the Meeting through Video Conferencing:

Promoters and Promoter Group:


Not applicable

Public:

Not applicable

| Resolution No. | 1 | | | | | | | |
|---|---|------------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special) | ORDINARY - For approval of Scheme of Arrangement between Texmaco Hi-tech Private Limited, Bright Power Projects (India) Private Limited and Texmaco Rail & Engineering Limited and their respective Shareholders and Creditors. | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | no | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 11,51,27,010 | 11,10,92,010 | 96.50 | 11,10,92,010 | 0 | 100.00 | 0.00 |
| | Poll | | 40,35,000 | 3.50 | 40,35,000 | 0 | 100.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 11,51,27,010 | 100.00 | 11,51,27,010 | 0 | 100.00 | 0.00 |
| Public- Institutions | E-Voting | 4,82,69,923 | 4,25,78,434 | 88.21 | 4,19,31,408 | 6,47,026 | 98.48 | 1.52 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 4,25,78,434 | 88.21 | 4,19,31,408 | 6,47,026 | 98.48 | 1.52 |
| Public- Non Institutions | E-Voting | 5,66,06,549 | 4,73,823 | 0.84 | 4,73,278 | 545 | 99.88 | 0.12 |
| | Poll | | 8,301 | 0.01 | 8,243 | 58 | 99.30 | 0.70 |
| | Postal Ballot (if applicable) | | 1,004 | 0.00 | 1,004 | 0 | 100.00 | 0.00 |
| | Total | | 4,83,128 | 0.85 | 4,82,525 | 603 | 99.88 | 0.12 |
| Total | | 22,00,03,482 | 15,81,88,572 | 71.90 | 15,75,40,943 | 6,47,629 | 99.59 | 0.41 |

For Texmaco Rail & Engineering Limited



Ravi Varma



RASNA GOYAL
FCS, B.Com(H)
Practicing Company Secretary

Mobile : 09830021583

Office : 68 (New 1/72) Jessore Road, Diamond Arcade,
Shyamnagar, Suit No 301B, 3rd Floor, Kolkata-700055
Ph. : +91 33 46024884, E-mail : csrasnagoyal@gmail.com

COMBINED REPORT OF THE SCRUTINIZER OF THE TRIBUNAL CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF TEXMACO RAIL & ENGINEERING LIMITED HELD ON SATURDAY, SEPTEMBER 15, 2018 AT 01.00 PM at K. K. BIRLA KALA KENDRA, TEXMACO ESTATE, BELGHARIA, KOLKATA – 700 056.

To,
Mr. Rabi Barua
Chairperson

Tribunal Convened Meeting of the Equity Shareholders Of Texmaco Rail & Engineering Limited

Dear Sir,

I, Rasna Goyal, was appointed as the Scrutinizer for the purpose of the meeting of the Equity Shareholders of Texmaco Rail & Engineering Limited held on September 15, 2018 conducted at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata – 700 056 (“**Meeting**”) as per the directions and order of the National Company Law Tribunal, Kolkata (“**Tribunal**”) dated July 31, 2018 (“**Order**”), for approving the scheme of arrangement between Texmaco Hitech Private Limited (“**Amalgamating Company 1**”), Bright Power Projects (India) Private Limited (“**Amalgamating Company 2**”), Texmaco Rail & Engineering Limited (“**Amalgamated Company**”) and their respective creditors and shareholders, for the amalgamation of Amalgamating Company 1 and Amalgamating Company 2 into and with the Amalgamated Company, pursuant to the provisions of Sections 230-232 of Companies Act, 2013.

I do hereby submit my report as under:

1. The Company had appointed Karvy Computershare Private Limited (“**Karvy**”), the Registrar & Share Transfer Agent of the Company, as the authorised agency to provide the e-voting facility to the Equity Shareholders of the Company, at the venue of the Meeting and through remote e-voting.
2. The notice of the Meeting was dispatched on August 13, 2018 to all equity members of the Amalgamated Company as of August 03, 2018, i.e., the Cut-off Date. The notice and postal ballot form were also placed on the Amalgamated Company’s website. On August 14, 2018 separate advertisements were published by Amalgamating Company 1, Amalgamating Company 2 and the Amalgamated Company in The Business Standard (English, Kolkata Edition) and EiSamay (Bengali, Kolkata Edition) in the form prescribed under the Companies (Compromise, Arrangement and Amalgamation) Rules, 2016.
3. The remote e-voting period commenced on August 16, 2018 (Thursday) at 9 A.M. and concluded on September 14, 2018 (Friday) at 5 P.M. The physical postal ballot forms were to reach the Scrutinizer not later than 5 P.M. on September 14, 2018 (Friday). The Equity Shareholders holding shares as on the Cut-off Date were entitled to vote through postal ballot, remote e-voting and e-voting at the venue.



4. The total number of sealed envelopes containing votes cast by Postal Ballot received up to 5 P.M. on September 14, 2018 (Friday) and opened in front of me were 9 ballots (representing 1004 equity shares of the Amalgamated Company). These postal ballot forms were considered for my scrutiny, and were diligently scrutinized and reconciled with the list of members maintained by Karvy and the authorizations / proxies lodged with the Company. I did not find any postal ballot papers to be invalid.
5. It was observed that the Quorum for the Meeting was complete and present, and as such the Meeting was called to order and accordingly votes were cast through e-voting facility made available for the Meeting at the venue through Karvy.
6. As aforesaid, the Amalgamated Company has also provided the facility of e-voting through tabs at the venue of the Meeting through Karvy (for those members who had not cast their vote through remote e-voting). For the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the venue during the Meeting and in terms of Rule 20 of the Rules, Karvy gave me access to the necessary details relating to such members (excepting the manner in which they had cast their vote). As e-voting facility was made available at the Meeting, voting through ballot papers / show of hands was not conducted at the Meeting.
7. Full details of the remote e-voting and e-voting at the venue of the Meeting provided by Karvy were unblocked after the Meeting was concluded.
8. I have been informed that the Company has received 11 proxy forms and 15 corporate authorisations from its shareholders.
9. I have relied on the information provided by Karvy in relation to the shareholder details, including details regarding number of shares held and the votes casted were unblocked in the presence of two witnesses Ms. Priyanka Mantry and Mr. Sushil Goyal who are not in the employment of the Company.

Based on the details containing list of equity shareholders who have cast their votes on remote e-voting platform and e-voting at the venue of the meeting, as downloaded from the e-voting website of Karvy, the votes cast by the members through postal ballot and my scrutiny of the documents and information relating to voting in all modes, the results of the voting on the resolution for approval of the Scheme is given below:

| Mode of Voting | In Favour | | Against | | Invalid | |
|-------------------|----------------------------|-------------------|----------------------------|-------------------|----------------------------|-------------------|
| | No. of Equity Shareholders | No. of Votes Cast | No. of Equity Shareholders | No. of Votes Cast | No. of Equity Shareholders | No. of Votes Cast |
| Remote e-voting | 203 | 153496696 | 7 | 647571 | - | - |
| Postal Ballot | 9 | 1004 | - | - | - | - |
| e-voting at Venue | 79 | 4043243 | 14 | 58 | - | - |

The resolution was thus duly passed at the Meeting.



10. All relevant documents in relation to the e-voting and postal ballot process were sealed and handed over to Mr. Ravi Varma, Company Secretary and the authorised representative of the Company for safe keeping.

Thanking you,

Yours faithfully,

Rasna Goyal

Rasna Goyal
Scrutinizer

FCS No.9096 COP No.9209

Date:16/09/2018

Place: Kolkata

