



TEXMACO

## Texmaco Rail & Engineering Ltd.

Belgharia Works

CIN: L29261WB1998PLC087404

30<sup>th</sup> September, 2022

*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 of even date, we write to inform you that in terms of the applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Company had provided the facility of remote e-voting and e-voting during the Twenty-Fourth Annual General Meeting ('AGM') held today at 12 Noon (IST) through Video Conferencing.

We would further like to inform that all the Resolutions stated in the Notice convening the AGM dated 12<sup>th</sup> August, 2022, which were put to vote at the AGM of the Company, have been duly approved by the Members with requisite majority.

Pursuant to Listing Regulations, we are now enclosing herewith the details of the combined voting results in respect of the aforesaid Resolutions in the prescribed format as Annexure I and the Scrutinizer's Report as Annexure II, along with a copy of the proceedings of the AGM as Annexure III.

Thanking you,

Yours faithfully,

**For Texmaco Rail & Engineering Limited**

Ravi  
Varma

Digitally signed by  
Ravi Varma  
Date: 2022.09.30  
17:19:40 +05'30'

Ravi Varma  
Company Secretary &  
Compliance Officer

## Annexure - I

	TEXMACO RAIL & ENGINEERING LIMITED
Date of the AGM/EGM	30-09-2022
Total number of shareholders on record date	99962
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	18
Public:	50

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Financial Statements including the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March 2022 and the Reports of the Board of Directors and the Auditors thereon.							
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	18,78,22,142	18,78,22,142	100.0000	18,78,22,142	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		18,78,22,142	18,78,22,142	100.0000	18,78,22,142	0	100.0000
Public- Institutions	E-Voting	3,05,42,859	2,87,76,661	94.2173	2,00,78,744	86,97,917	69.7744	30.2255
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,05,42,859	2,87,76,661	94.2173	2,00,78,744	86,97,917	69.7744
Public- Non Institutions	E-Voting	10,35,04,894	13,71,225	1.3248	13,70,068	1,157	99.9156	0.0843
	Poll		27,47,610	2.6546	27,47,610	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,35,04,894	41,18,835	3.9794	41,17,678	1,157	99.9719
Total		32,18,69,895	22,07,17,638	68.5736	21,20,18,564	86,99,074	96.0587	3.9413

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Dividend on Equity Shares for the financial year ended 31st March 2022.							
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	18,78,22,142	18,78,22,142	100.0000	18,78,22,142	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18,78,22,142</b>	<b>18,78,22,142</b>	<b>100.0000</b>	<b>18,78,22,142</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	3,05,42,859	2,89,24,311	94.7007	2,89,24,311	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3,05,42,859</b>	<b>2,89,24,311</b>	<b>94.7007</b>	<b>2,89,24,311</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	10,35,04,894	13,71,225	1.3248	13,70,422	803	99.9414	0.0585
	Poll		27,47,610	2.6546	27,47,610	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>10,35,04,894</b>	<b>41,18,835</b>	<b>3.9794</b>	<b>41,18,032</b>	<b>803</b>	<b>99.9805</b>
<b>Total</b>		<b>32,18,69,895</b>	<b>22,08,65,288</b>	<b>68.6194</b>	<b>22,08,64,485</b>	<b>803</b>	<b>99.9996</b>	<b>0.0004</b>

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Akshay Poddar (DIN: 00008686), Non-Executive Director, who retires by rotation and offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes. Mr. Saroj Kumar Poddar and Mr. Akshay Poddar along with their relatives are interested upto the extent of their shareholding and have abstained from voting							
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	18,78,22,142	16,39,55,490	87.2930	16,39,55,490	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18,78,22,142</b>	<b>16,39,55,490</b>	<b>87.2930</b>	<b>16,39,55,490</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	3,05,42,859	2,89,24,311	94.7007	2,73,19,338	16,04,973	94.4511	5.5488
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3,05,42,859</b>	<b>2,89,24,311</b>	<b>94.7007</b>	<b>2,73,19,338</b>	<b>16,04,973</b>	<b>94.4511</b>
Public- Non Institutions	E-Voting	10,35,04,894	13,71,184	1.3248	13,68,570	2,614	99.8093	0.1906
	Poll		27,47,610	2.6546	27,47,610	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>10,35,04,894</b>	<b>41,18,794</b>	<b>3.9794</b>	<b>41,16,180</b>	<b>2,614</b>	<b>99.9365</b>
<b>Total</b>		<b>32,18,69,895</b>	<b>19,69,98,595</b>	<b>61.2044</b>	<b>19,53,91,008</b>	<b>16,07,587</b>	<b>99.1840</b>	<b>0.8160</b>

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Ashok Kumar Vijay (DIN: 01103278), Executive Director, who retires by rotation and offers himself for re-appointment.							
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	18,78,22,142	18,78,22,142	100.0000	18,78,22,142	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18,78,22,142</b>	<b>18,78,22,142</b>	<b>100.0000</b>	<b>18,78,22,142</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	3,05,42,859	2,89,24,311	94.7007	2,73,77,965	15,46,346	94.6538	5.3461
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3,05,42,859</b>	<b>2,89,24,311</b>	<b>94.7007</b>	<b>2,73,77,965</b>	<b>15,46,346</b>	<b>94.6538</b>
Public- Non Institutions	E-Voting	10,35,04,894	13,71,089	1.3247	13,67,827	3,262	99.7620	0.2379
	Poll		26,95,080	2.6038	26,95,080	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>10,35,04,894</b>	<b>40,66,169</b>	<b>3.9285</b>	<b>40,62,907</b>	<b>3,262</b>	<b>99.9198</b>
<b>Total</b>		<b>32,18,69,895</b>	<b>22,08,12,622</b>	<b>68.6031</b>	<b>21,92,63,014</b>	<b>15,49,608</b>	<b>99.2982</b>	<b>0.7018</b>

Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Messrs L. B. Jha & Co., Chartered Accountants (Firm Registration No. 301088E), as Statutory Auditors of the Company for a period of 5 (five) years.							
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	18,78,22,142	18,78,22,142	100.0000	18,78,22,142	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18,78,22,142</b>	<b>18,78,22,142</b>	<b>100.0000</b>	<b>18,78,22,142</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	3,05,42,859	2,89,24,311	94.7007	2,89,24,311	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3,05,42,859</b>	<b>2,89,24,311</b>	<b>94.7007</b>	<b>2,89,24,311</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	10,35,04,894	13,71,185	1.3248	13,66,304	4,881	99.6440	0.3559
	Poll		27,47,610	2.6546	27,47,610	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>10,35,04,894</b>	<b>41,18,795</b>	<b>3.9794</b>	<b>41,13,914</b>	<b>4,881</b>	<b>99.8815</b>
<b>Total</b>		<b>32,18,69,895</b>	<b>22,08,65,248</b>	<b>68.6194</b>	<b>22,08,60,367</b>	<b>4,881</b>	<b>99.9978</b>	<b>0.0022</b>

Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration to be paid to Messrs DGM & Associates, Cost Accountants (Firm Registration No. 000038) of the Company for conducting Audit of Cost Records, for the financial year ending 31st March 2023.							
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	18,78,22,142	18,78,22,142	100.0000	18,78,22,142	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18,78,22,142</b>	<b>18,78,22,142</b>	<b>100.0000</b>	<b>18,78,22,142</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	3,05,42,859	2,89,24,311	94.7007	2,89,24,311	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3,05,42,859</b>	<b>2,89,24,311</b>	<b>94.7007</b>	<b>2,89,24,311</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	10,35,04,894	13,71,225	1.3248	13,69,968	1,257	99.9083	0.0916
	Poll		27,47,610	2.6546	27,47,610	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>10,35,04,894</b>	<b>41,18,835</b>	<b>3.9794</b>	<b>41,17,578</b>	<b>1,257</b>	<b>99.9695</b>
<b>Total</b>		<b>32,18,69,895</b>	<b>22,08,65,288</b>	<b>68.6194</b>	<b>22,08,64,031</b>	<b>1,257</b>	<b>99.9994</b>	<b>0.0006</b>

Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Indrajit Mookerjee (DIN: 01419627) as Executive Director & Vice Chairman for a period of 3 (three) years with effect from 2nd April 2023.							
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	18,78,22,142	18,78,22,142	100.0000	18,78,22,142	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18,78,22,142</b>	<b>18,78,22,142</b>	<b>100.0000</b>	<b>18,78,22,142</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	3,05,42,859	2,89,24,311	94.7007	2,73,61,275	15,63,036	94.5961	5.4038
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3,05,42,859</b>	<b>2,89,24,311</b>	<b>94.7007</b>	<b>2,73,61,275</b>	<b>15,63,036</b>	<b>94.5961</b>
Public- Non Institutions	E-Voting	10,35,04,894	13,71,225	1.3248	13,64,914	6,311	99.5397	0.4602
	Poll		27,47,610	2.6546	27,47,610	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>10,35,04,894</b>	<b>41,18,835</b>	<b>3.9794</b>	<b>41,12,524</b>	<b>6,311</b>	<b>99.8468</b>
<b>Total</b>		<b>32,18,69,895</b>	<b>22,08,65,288</b>	<b>68.6194</b>	<b>21,92,95,941</b>	<b>15,69,347</b>	<b>99.2895</b>	<b>0.7105</b>



Resolution No.	8							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Ashok Kumar Vijay (DIN: 01103278) as Executive Director for a period of 3 (three) years with effect from 1st January 2023.							
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	18,78,22,142	18,78,22,142	100.0000	18,78,22,142	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>18,78,22,142</b>	<b>18,78,22,142</b>	<b>100.0000</b>	<b>18,78,22,142</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	3,05,42,859	2,89,24,311	94.7007	2,73,61,275	15,63,036	94.5961	5.4038
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3,05,42,859</b>	<b>2,89,24,311</b>	<b>94.7007</b>	<b>2,73,61,275</b>	<b>15,63,036</b>	<b>94.5961</b>
Public- Non Institutions	E-Voting	10,35,04,894	13,71,184	1.3248	13,67,827	3,357	99.7551	0.2448
	Poll		26,95,080	2.6038	26,95,080	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>10,35,04,894</b>	<b>40,66,264</b>	<b>3.9286</b>	<b>40,62,907</b>	<b>3,357</b>	<b>99.9174</b>
<b>Total</b>		<b>32,18,69,895</b>	<b>22,08,12,717</b>	<b>68.6031</b>	<b>21,92,46,324</b>	<b>15,66,393</b>	<b>99.2906</b>	<b>0.7094</b>

Resolution No.	9							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval to the payment of remuneration in excess of the limits prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to Mr. Ashok Kumar Vijay (DIN: 01103278), Executive Director of the Company.							
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	18,78,22,142	18,78,22,142	100.0000	18,78,22,142	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>18,78,22,142</b>	<b>18,78,22,142</b>	<b>100.0000</b>	<b>18,78,22,142</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	3,05,42,859	2,89,24,311	94.7007	2,89,07,621	16,690	99.9422	0.0577
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>3,05,42,859</b>	<b>2,89,24,311</b>	<b>94.7007</b>	<b>2,89,07,621</b>	<b>16,690</b>	<b>99.9423</b>	<b>0.0577</b>
Public- Non Institutions	E-Voting	10,35,04,894	13,90,915	1.3438	13,61,191	29,724	97.8629	2.1370
	Poll		26,95,080	2.6038	26,95,080	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>10,35,04,894</b>	<b>40,85,995</b>	<b>3.9476</b>	<b>40,56,271</b>	<b>29,724</b>	<b>99.2725</b>	<b>0.7275</b>
<b>Total</b>		<b>32,18,69,895</b>	<b>22,08,32,448</b>	<b>68.6092</b>	<b>22,07,86,034</b>	<b>46,414</b>	<b>99.9790</b>	<b>0.0210</b>

Ravi  
Varma

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by Ravi Varma  
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Annexure II

**Scrutinizer's Report**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the  
Companies (Management and Administration) Rules, 2014]*

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

**E-voting (remote e-voting and Instapoll) at the Twenty-Fourth Annual General Meeting of the Equity Shareholders of Texmaco Rail & Engineering Limited held on Friday, 30th September, 2022 at 12 Noon (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')**

Dear Sir,

I, Geeta Roy Chowdhury, Company Secretary in Practice appointed as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting during the AGM (Instapoll) of the Twenty-Fourth Annual General Meeting of Texmaco Rail & Engineering Limited held on Friday, 30th September, 2022 at 12 Noon (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), submit my consolidated report as under:

1. The e-voting services were provided by M/s. KFin Technologies Limited (KFin).
2. The Company has completed the despatch of Notice on 7th September, 2022 through email in compliance with the relevant Circular issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India for the purpose of AGM.
3. Voting rights were reckoned on the Shares registered in the name of Members as on Friday, 23rd September, 2022.
4. The remote e-voting period commenced at 9.00 AM on Monday, 26th September, 2022 and ended at 5.00 PM on Thursday, 29th September, 2022.
5. The Company has also provided the facility of Instapoll, i.e., e-voting during the AGM through the VC platform.
6. The e-voting was unblocked on Friday 30th September, 2022 in the presence of two witnesses namely, Sushmita Shaw and Bijal Modi, who are not in the employment of the Company.
7. Based on the reports generated at Kfin Portal i.e. **evoting.kfintech.com**, the consolidated report of remote e-voting and Instapoll is as under (rounded off to four decimal):



## ORDINARY BUSINESS

Item No. 1: Ordinary Resolution:

Adoption of Audited Financial Statements including the Audited Consolidated Financial Statement of the Company, for the financial year ended 31st March 2022 and the Reports of the Board of Directors and the Auditors thereon.

	Remote e- voting		Voting during the AGM through VC (Instapoll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	310	209270954	22	2747610	332	212018564	96.0587
Voted against the Resolution	26	8699074	0	0	26	8699074	3.9413
Abstained	4	168031	0	0	4	168031	0.00

Item No. 2: Ordinary Resolution:

Declaration of Dividend on Equity Shares for the financial year ended 31st March 2022.

	Remote e- voting		Voting during the AGM through VC (Instapoll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	314	218116875	22	2747610	336	220864485	99.9996
Voted against the Resolution	23	803	0	0	23	803	0.0004
Abstained	3	20381	0	0	3	20381	0.0000



**Item No. 3: Ordinary Resolution:**

Re-appointment of Mr. Akshay Poddar (DIN:00008686), Non-executive Director, who retires by rotation and offers himself for re-appointment.

	Remote e- voting		Voting during the AGM through VC (Instapoll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
<b>Voted in favour of the Resolution</b>	293	192643398	22	2747610	315	195391008	99.1840
<b>Voted against the Resolution</b>	39	1607587	0	0	39	1607587	0.8160
<b>Abstained</b>	8	23887074	0	0	8	23887074	0.0000

**Item No. 4: Ordinary Resolution:**

Re-appointment of Mr. Ashok Kumar Vijay (DIN:01103278), Executive Director, who retires by rotation and offers himself for re-appointment.

	Remote e- voting		Voting during the AGM through VC (Instapoll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
<b>Voted in favour of the Resolution</b>	293	216567934	21	2695080	314	219263014	99.2982
<b>Voted against the Resolution</b>	41	1549608	0	0	41	1549608	0.7018
<b>Abstained</b>	6	20517	1	52530	7	73047	0.0000



**Item No. 5: Ordinary Resolution:**

Re-appointment of Messrs L. B. Jha & Co, Chartered Accountants, as the Statutory Auditors of the Company for a period of 5 (five) years.

	Remote e- voting		Voting during the AGM through VC (Instapoll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
<b>Voted in favour of the Resolution</b>	307	218112757	22	2747610	329	220860367	99.9978
<b>Voted against the Resolution</b>	29	4881	0	0	29	4881	0.0022
<b>Abstained</b>	4	20421	0	0	4	20421	0.0000

**SPECIAL BUSINESS****Item No. 6: Ordinary Resolution:**

Ratification of remuneration to be paid to Messrs DGM & Associates, Cost Accountants of the Company for conducting Audit of Cost Records, for the financial year ending 31st March 2023.

	Remote e- voting		Voting during the AGM through VC (Instapoll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
<b>Voted in favour of the Resolution</b>	311	218116421	22	2747610	333	220864031	99.9994
<b>Voted against the Resolution</b>	26	1257	0	0	26	1257	0.0006
<b>Abstained</b>	3	20381	0	0	3	20381	0.0000



**Item No. 7: Special Resolution:**

Re-appointment of Mr Indrajit Mookerjee (DIN:01419627) as Executive Director & Vice Chairman for a period of 3 (three) years w.e.f. 2nd April, 2023.

	Remote e- voting		Voting during the AGM through VC (Instapoll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	294	216548331	22	2747610	316	219295941	99.2895
Voted against the Resolution	43	1569347	0	0	43	1569347	0.7105
Abstained	3	20381	0	0	3	20381	0.0000

**Item No. 8: Special Resolution:**

Re-appointment of Mr. Ashok Kumar Vijay (DIN:01103278) as Executive Director for a period of 3 (three) years w.e.f. 1st January, 2023.

	Remote e- voting		Voting during the AGM through VC (Instapoll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	292	216551244	21	2695080	313	219246324	99.2906
Voted against the Resolution	43	1566393	0	0	43	1566393	0.7094
Abstained	5	20422	1	52530	6	72952	0.0000



**Item No. 9: Special Resolution:**

Approval to the payment of remuneration in excess of the limits as prescribed under the provisions of the Companies Act, 2013 and the SEBI (LODR), 2015 to Mr Ashok Kumar Vijay (DIN: 01103278), Executive Director.

	Remote e- voting		Voting during the AGM through VC (Instapoll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
<b>Voted in favour of the Resolution</b>	290	218090954	21	2695080	311	220786034	99.9790
<b>Voted against the Resolution</b>	46	46414	0	0	46	46414	0.0210
<b>Abstained</b>	4	691	1	52530	5	53221	0.0000

Based on above, the Resolutions as stated in the Notice shall be deemed to have been passed with requisite majority.

Thanking You,  
Yours faithfully

*Geeta* 



Place: Kolkata  
Date: 30th September, 2022

UDIN: F007040D001097063

(Geeta Roy Chowdhury)  
FCS: 7040  
COP:7741  
Peer Review Certificate No: 2444/2022





TEXMACO

**Texmaco Rail & Engineering Ltd.**

Belgharia Works

CIN: L29261WB1998PLC087404

**Annexure III**

**SUMMARY OF THE PROCEEDINGS OF THE TWENTY-FOURTH ANNUAL GENERAL MEETING OF TEXMACO RAIL & ENGINEERING LIMITED HELD ON 30<sup>TH</sup> SEPTEMBER, 2022 AT 12 NOON (IST)**

The Twenty-Fourth Annual General Meeting ('AGM') of the Members of Texmaco Rail & Engineering Limited ('Company') was held on **Friday, 30<sup>th</sup> September, 2022** at **12 Noon (IST)** through Video Conferencing ('VC') in compliance with the relevant circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').

Mr. Saroj Kumar Poddar, Chairman, chaired the AGM of the Company.

The Meeting commenced at 12 Noon (IST).

The Chairman welcomed the Members to the AGM. The Chairman thereafter, announced that the requisite quorum for the Meeting being present through VC, the Meeting was called to order.

The Chairman informed the Members that in view of the relaxations granted by the MCA and the SEBI and in order to ensure wider participation of the Members, the AGM was conducted through VC 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') read with the relevant circulars.

The Chairman briefed the Members that the Company had taken all feasible efforts to enable Members to participate through VC and exercise their voting rights.

The Chairman further informed the Members that the Statutory Registers and relevant documents referred to in the Notice of the AGM were available for inspection electronically. The requirement of appointment of proxies by the Members was not applicable as the AGM was held through VC and hence the proxy register was not available for inspection.

The Chairman thereafter, introduced the Directors and Key Managerial Personnel of the Company.

Messrs. Indrajit Mookerjee, Executive Director & Vice Chairman, Devarayapuram Ramasamy Kaarthikeyan, Utsav Parekh, Virendra Sinha, Partha Sarathi Bhattacharyya, Amitabha Guha, Akshay Poddar, Damodar Hazarimal Kela, Ashok Kumar Vijay & Ms. Rusha Mitra, Directors of the Company and Mr. Ravi Varma, Company Secretary attended the Meeting.

The Statutory, Secretarial and Cost Auditors were also present during the Meeting.



TEXMACO

## Texmaco Rail & Engineering Ltd.

Belgharia Works

CIN: L29261WB1998PLC087404

Mr. Ravi Varma, Company Secretary briefed the Members regarding the arrangements made for the Meeting. The Company Secretary informed that in order to enable the Members to participate at the AGM through VC facility, the Company had availed the services of M/s. KFin Technologies Limited, Registrar & Share Transfer Agent of the Company.

The Company had appointed Ms. Geeta Roy Chowdhury of M/s. S. R. & Associates, Company Secretaries, as Scrutinizer for the AGM.

It was further informed that the Members were provided with the facility to exercise their right to vote on Resolutions by electronic means, through remote e-voting. The remote e-voting commenced at 9:00 a.m. on Monday, 26<sup>th</sup> September, 2022 and ended at 5:00 p.m. on Thursday, 29<sup>th</sup> September, 2022. The facility for e-voting during the AGM ('Instapoll') was also made available in accordance with the provisions of the Act and the Listing Regulations.

The Chairman deliberated the Members on the Company's overall performance during the financial year 2021-22 and also mentioned about the business prospects of the Company. The Chairman briefly covered the prevailing circumstances caused due to ongoing COVID-19 outbreak. He further apprised the Members on the challenges and opportunities for the Company in coming years. The Chairman whole-heartedly thanked the Members on the successful completion of the Rights Issue of Rs. 165 crores (approx.) during the financial year 2021-22.

The Chairman informed the Members that the Notice convening the AGM, Audited Financial Statements and the Reports of the Board of Directors & the Auditors thereon for the financial year ended 31<sup>st</sup> March, 2022 were taken as read as the same had already been circulated to the Members. As there was no qualification in the Reports of the Auditors, the same were not required to be read.

The Chairman thereafter, requested the Company Secretary to give a brief of the Resolutions forming part of the Notice of the AGM. The Company Secretary informed the Members that there were in total 9 (Nine) Resolutions proposed to be transacted at the AGM. Since the Notice had already been circulated to the Members and the Resolutions had been put to vote through remote e-voting, the Company Secretary provided a brief of the Resolutions for the benefit of the Members attending the Meeting.

The items as per the AGM Notice dated 12<sup>th</sup> August, 2022 were transacted as follows:

### **ORDINARY BUSINESS**

#### **Item No. 1: Ordinary Resolution:**

Adoption of Audited Financial Statements including the Audited Consolidated Financial Statement of the Company for the financial year ended 31<sup>st</sup> March 2022 and the Reports of the Board of Directors and the Auditors thereon.



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**Texmaco Rail & Engineering Ltd.**

Belgharia Works

CIN: L29261WB1998PLC087404

**Item No. 2: Ordinary Resolution:**

Declaration of Dividend on Equity Shares for the financial year ended 31<sup>st</sup> March 2022.

**Item No. 3: Ordinary Resolution:**

Re-appointment of Mr. Akshay Poddar (DIN: 00008686), Non-Executive Director, who retires by rotation and offers himself for re-appointment.

**Item No. 4: Ordinary Resolution:**

Re-appointment of Mr. Ashok Kumar Vijay (DIN: 01103278), Executive Director, who retires by rotation and offers himself for re-appointment.

**Item No. 5: Ordinary Resolution:**

Re-appointment of Messrs L. B. Jha & Co., Chartered Accountants (Firm Registration No. 301088E), as Statutory Auditors of the Company for a period of 5 (five) years.

**SPECIAL BUSINESS**

**Item No. 6: Ordinary Resolution:**

Ratification of remuneration to be paid to Messrs DGM & Associates, Cost Accountants (Firm Registration No. 000038) of the Company for conducting Audit of Cost Records, for the financial year ending 31<sup>st</sup> March 2023.

**Item No. 7: Special Resolution:**

Re-appointment of Mr. Indrajit Mookerjee (DIN: 01419627) as Executive Director & Vice Chairman for a period of 3 (three) years with effect from 2<sup>nd</sup> April, 2023.

**Item No. 8: Special Resolution:**

Re-appointment of Mr. Ashok Kumar Vijay (DIN: 01103278) as Executive Director for a period of 3 (three) years with effect from 1<sup>st</sup> January, 2023.

**Item No. 9: Special Resolution:**

Approval to the payment of remuneration in excess of the limits prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to Mr. Ashok Kumar Vijay (DIN: 01103278), Executive Director of the Company.

**REGD. OFFICE:** Belgharia, Kolkata - 700 056. Ph.: +91 33 2569 1500, Fax: 2541 1722 / 2448  
Email: [texmail@texmaco.in](mailto:texmail@texmaco.in), Website: [www.texmaco.in](http://www.texmaco.in)



TEXMACO

## Texmaco Rail & Engineering Ltd.

Belgharia Works

CIN: L29261WB1998PLC087404

The Chairman thereafter, requested the Members who had earlier registered themselves as speakers to seek clarifications or ask their questions in relation to items of business, which were addressed by the Chairman and Executive Vice Chairman of the Company.

The Chairman then thanked all the Shareholders and informed that those Shareholders who had not been able to cast their votes by remote e-voting, and are otherwise not barred from doing so, may avail the facility of Instapoll. The Instapoll was kept open for 15 minutes.

The Chairman thereafter, announced that combined Results of remote e-voting and Instapoll would be made 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. National Stock Exchange of India Ltd. and BSE Limited, within 2 (two) working days from the conclusion of the Meeting.

The Meeting concluded at 12:53 p.m. after being open for 15 minutes for Instapoll to be completed.

### For Texmaco Rail & Engineering Limited

Ravi  
Varma

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Ravi Varma  
Date: 2022.09.30  
17:18:27 +05'30'

Ravi Varma  
Company Secretary &  
Compliance Officer

Dated: 30.09.2022