



**TEXMACO**

# **Texmaco Rail & Engineering Ltd.**

**Belgharia Works**

CIN: L29261WB1998PLC087404

26<sup>th</sup> September, 2023

*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 25<sup>th</sup> September, 2023, 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-Fifth Annual General Meeting ('AGM') held on 25<sup>th</sup> September, 2023 at 1:00 p.m. (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> May, 2023, 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.

Thanking you,

Yours faithfully,  
For **Texmaco Rail & Engineering Limited**

K. K. Rajgaria  
Company Secretary &  
Compliance Officer

## Annexure-I

		TEXMACO RAIL & ENGINEERING LIMITED						
<b>Date of the AGM/EGM</b>		25-09-2023						
<b>Total number of shareholders on record date</b>		156161						
<b>No. of shareholders present in the meeting either in person or through proxy:</b>								
<b>Promoters and Promoter Group:</b>		Not Applicable						
<b>Public:</b>		Not Applicable						
<b>No. of Shareholders attended the meeting through Video Conferencing</b>								
<b>Promoters and Promoter Group:</b>		18						
<b>Public:</b>		67						
<b>Resolution No.</b>		1						
<b>Resolution required: (Ordinary/ Special)</b>		ORDINARY - Adoption of Audited Financial Statements including the Audited Consolidated Financial Statement of the Company, for the financial year ended 31st March 2023 and the Reports of the Board of Directors and the Auditors thereon.						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		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	18,89,22,142	18,89,22,142	100.00	18,89,22,142	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>18,89,22,142</b>	<b>18,89,22,142</b>	<b>100.00</b>	<b>18,89,22,142</b>	<b>0</b>	<b>100.00</b>
Public- Institutions	E-Voting	2,62,00,007	2,15,05,062	82.0804	2,15,05,062	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>2,62,00,007</b>	<b>2,15,05,062</b>	<b>82.0804</b>	<b>2,15,05,062</b>	<b>0</b>	<b>100.00</b>
Public- Non Institutions	E-Voting	10,67,47,746	10,15,343	0.9512	10,14,448	895	99.9118	0.0881
	Poll		25,60,390	2.3985	25,60,380	10	99.9996	0.0003
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>10,67,47,746</b>	<b>35,75,733</b>	<b>3.3497</b>	<b>35,74,828</b>	<b>905</b>	<b>99.9747</b>
<b>Total</b>		<b>32,18,69,895</b>	<b>21,40,02,937</b>	<b>66.4874</b>	<b>21,40,02,032</b>	<b>905</b>	<b>99.9996</b>	<b>0.0004</b>

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Dividend on Equity Shares for the financial year ended 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	18,89,22,142	18,89,22,142	100.00	18,89,22,142	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>18,89,22,142</b>	<b>18,89,22,142</b>	<b>100.00</b>	<b>18,89,22,142</b>	<b>0</b>	<b>100.00</b>
Public- Institutions	E-Voting	2,62,00,007	2,16,52,712	82.6439	2,16,52,712	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>2,62,00,007</b>	<b>2,16,52,712</b>	<b>82.6439</b>	<b>2,16,52,712</b>	<b>0</b>	<b>100.00</b>
Public- Non Institutions	E-Voting	10,67,47,746	10,16,443	0.9522	10,10,329	6,114	99.3984	0.6015
	Poll		25,60,390	2.3985	25,60,380	10	99.9996	0.0003
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>10,67,47,746</b>	<b>35,76,833</b>	<b>3.3507</b>	<b>35,70,709</b>	<b>6,124</b>	<b>99.8288</b>
<b>Total</b>		<b>32,18,69,895</b>	<b>21,41,51,687</b>	<b>66.5336</b>	<b>21,41,45,563</b>	<b>6,124</b>	<b>99.9971</b>	<b>0.0029</b>

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Damodar Hazarimal Kela (DIN: 01050842), 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	18,89,22,142	18,89,22,142	100.00	18,89,22,142	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>18,89,22,142</b>	<b>18,89,22,142</b>	<b>100.00</b>	<b>18,89,22,142</b>	<b>0</b>	<b>100.00</b>
Public- Institutions	E-Voting	2,62,00,007	2,16,52,712	82.6439	1,94,29,784	22,22,928	89.7337	10.2662
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>2,62,00,007</b>	<b>2,16,52,712</b>	<b>82.6439</b>	<b>1,94,29,784</b>	<b>22,22,928</b>	<b>89.7337</b>
Public- Non Institutions	E-Voting	10,67,47,746	10,15,913	0.9517	9,83,386	32,527	96.7982	3.2017
	Poll		25,60,390	2.3985	25,60,380	10	99.9996	0.0003
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>10,67,47,746</b>	<b>35,76,303</b>	<b>3.3502</b>	<b>35,43,766</b>	<b>32,537</b>	<b>99.0902</b>
<b>Total</b>		<b>32,18,69,895</b>	<b>21,41,51,157</b>	<b>66.5335</b>	<b>21,18,95,692</b>	<b>22,55,465</b>	<b>98.9468</b>	<b>1.0532</b>

Resolution No.	4							
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 2024.							
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	18,89,22,142	18,89,22,142	100.00	18,89,22,142	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>18,89,22,142</b>	<b>18,89,22,142</b>	<b>100.00</b>	<b>18,89,22,142</b>	<b>0</b>	<b>100.00</b>
Public- Institutions	E-Voting	2,62,00,007	2,16,52,712	82.6439	2,16,52,712	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>2,62,00,007</b>	<b>2,16,52,712</b>	<b>82.6439</b>	<b>2,16,52,712</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	10,67,47,746	10,15,048	0.9509	9,83,591	31,457	96.9009	3.0990
	Poll		25,60,390	2.3985	25,60,380	10	99.9996	0.0003
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>10,67,47,746</b>	<b>35,75,438</b>	<b>3.3494</b>	<b>35,43,971</b>	<b>31,467</b>	<b>99.1199</b>
<b>Total</b>		<b>32,18,69,895</b>	<b>21,41,50,292</b>	<b>66.5332</b>	<b>21,41,18,825</b>	<b>31,467</b>	<b>99.9853</b>	<b>0.0147</b>

## Scrutinizer's Report

Annexure II

*[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-Fifth Annual General Meeting of the Equity Shareholders of Texmaco Rail & Engineering Limited held on Monday, 25th September, 2023 at 1:00 p.m. (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-Fifth Annual General Meeting of Texmaco Rail & Engineering Limited held on Monday, 25th September, 2023 at 1:00 p.m. (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 dispatch of Notice on 1st September, 2023 through email in compliance with the relevant circulars 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 Monday, 18th September, 2023.
4. The remote e-voting period commenced at 9.00 a.m. on Thursday, 21st September, 2023 and ended at 5.00 p.m. on Sunday, 24th September, 2023.
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 Monday 25th September, 2023 in the presence of two witnesses namely, Nikita Pincha and Khusboo Ray, who are not in the employment of the Company.
7. Based on the reports generated at Kfin Portal i.e. [evoting.kfintech.com](http://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 2023 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	515	211441652	23	2560380	538	214002032	99.9996
Voted against the Resolution	29	895	1	10	30	905	0.0004
Abstained	9	152362	0	0	9	152362	0.0000

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

Declaration of Dividend on Equity Shares for the financial year ended 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
Voted in favour of the Resolution	514	211585183	23	2560380	537	214145563	99.9971
Voted against the Resolution	34	6114	1	10	35	6124	0.0029
Abstained	6	3612	0	0	6	3612	0.0000



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

Re-appointment of Mr. Damodar Hazarimal Kela (DIN: 01050842), 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
Voted in favour of the Resolution	484	209335312	23	2560380	507	211895692	98.9468
Voted against the Resolution	63	2255455	1	10	64	2255465	1.0532
Abstained	8	4142	0	0	8	4142	0.0000

**SPECIAL BUSINESS****Item No. 4: 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 31st March 2024.

	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	499	211558445	23	2560380	522	214118825	99.9853
Voted against the Resolution	42	31457	1	10	43	31467	0.0147
Abstained	13	5007	0	0	13	5007	0.0000

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

Place: Kolkata  
Date: 26th September, 2023

UDIN: F007040E001086371



Thanking You,  
Yours faithfully

*Geeta Roy Chowdhury*  
(Geeta Roy Chowdhury)

FCS: 7040

COP:7741

Peer Review Certificate No: 2444/2022