



TEXMACO

Texmaco Rail & Engineering Ltd.

Belgharia Works

CIN: L29261WB1998PLC087404

25th October, 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,

We refer our letter dated 23rd September, 2023 enclosing the Postal Ballot Notice dated 21st September, 2023 seeking approval of the Members of the Company through postal ballot by electronic means ('remote e-voting') in relation to the Resolutions stated in the Notice. We now write to inform you that the Resolutions have been duly approved by the Members of the Company with requisite majority.

The Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a duly convened general meeting of the Members.

In accordance with the provisions of the Companies Act, 2013 read with the relevant circulars issued by the Ministry of Corporate Affairs & Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company has extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form and accordingly no postal ballot forms were sent to the Members. The remote e-voting commenced at 9:00 a.m. on Sunday, 24th September, 2023 and ended at 5:00 p.m. on Monday, 23rd October, 2023.

Pursuant to the Listing Regulations, we are enclosing herewith the details of the results in respect of the Resolutions as stated in the said Notice in the prescribed format, as Annexure I and the Scrutinizer's Report as Annexure II.

This is for your information and record.

Thanking you,

Yours faithfully,

For Texmaco Rail & Engineering Limited

K. K. Rajgaria
Company Secretary &
Compliance Officer

Company Name	TEXMACO RAIL & ENGINEERING LIMITED
Date of the AGM/EGM	Not Applicable (Postal Ballot)
Total number of shareholders on record date	155214
No. of Shareholders present in the meeting either in person or	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution required: (Ordinary/ Special)	SPECIAL - To raise capital by way of Issuance of Equity Shares of the Company on Preferential Basis							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes. Adventz Finance Private Limited, Mr. Saroj Kumar Poddar and Mr. Akshay Poddar along with their relatives are interested upto the extent of their shareholding.							
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	188922142	188183342	99.6089	188183342	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		188922142	188183342	99.6089	188183342	0	100
Public- Institutions	E-Voting	26170139	21422297	81.8578	21422297	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		26170139	21422297	81.8578	21422297	0	100
Public- Non Institutions	E-Voting	106777614	668607	0.6262	655931	12676	98.1041	1.8958
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		106777614	668607	0.6262	655931	12676	98.1041
Total		321869895	210274246	65.3290	210261570	12676	99.9940	0.0060

Resolution required: (Ordinary/ Special)	SPECIAL - To raise capital by way of a qualified institutions placement to eligible investors through issuance of equity shares							
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	188922142	188183342	99.6089	188183342	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		188922142	188183342	99.6089	188183342	0	100
Public- Institutions	E-Voting	26170139	21422297	81.8578	21422297	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		26170139	21422297	81.8578	21422297	0	100
Public- Non Institutions	E-Voting	106777614	667731	0.6253	658825	8906	98.6662	1.3337
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		106777614	667731	0.6253	658825	8906	98.6662
Total		321869895	210273370	65.3287	210264464	8906	99.9958	0.0042

Report of Scrutinizer
[Pursuant to Section 108 & 110 of the Companies Act, 2013 and
Rule 20 (4) (xii) & 21 (2) of the
Companies (Management and Administration) Rules, 2014]

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

Dear Sir,

I, Geeta Roy Chowdhury, appointed as the Scrutinizer by the Board of Directors of Texmaco Rail & Engineering Limited to conduct the Postal Ballot and for the purpose of scrutinizing the process of remote e-voting which commenced from 9:00 a.m. on Sunday, 24th September, 2023 and ended at 5:00 p.m. on Monday, 23rd October, 2023 for the items as stated in the Postal Ballot Notice ('Notice') dated 21st September, 2023, submit my report as under:

2. The Company has completed the dispatch of Notice to its Members on 23rd September, 2023 through email, in compliance with the provisions of the Companies Act, 2013 ('Act') read with relevant circulars issued by the Ministry of Corporate Affairs ('MCA'); Further, in accordance with the provisions of the Act read with the relevant circulars issued by the MCA & the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company has extended only the remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form and accordingly, no postal ballot forms were sent to the Members.

3. The Company had published an advertisement on 24th September, 2023 in newspapers namely, Financial Express and Aajkaal, informing the shareholders the details relating to the Notice including the completion of dispatch of the Notice, in compliance with the applicable provisions of the Act read with the relevant circulars issued by the MCA and the Listing Regulations.



4. Voting rights were reckoned on the shares registered in the name of Members, as on Friday, 15th September, 2023 (i.e. the cut-off date).
5. The remote e-voting period commenced at 9:00 a.m. on Sunday, 24th September, 2023 and ended at 5:00 p.m. on Monday, 23rd October, 2023. The e-voting module was blocked thereafter.
6. After the conclusion of remote e-voting, the votes cast by the Members through e-voting facility was unblocked on Monday, 23rd October, 2023 in the presence of two witnesses namely, Khusboo Ray and Nikita Pincha, who are not in the employment of the Company.
7. The votes cast by the Members through remote e-voting were reconciled with the Register of Members / Register of Beneficial Owners of the Company as on the cut-off date.
8. Based on the reports generated at KFin Portal i.e. **evoting.kfintech.com**, the report of remote e-voting is as under (rounded off to two decimal):

SPECIAL BUSINESS

Item No. 1: Special Resolution:

Issuance of Equity Shares of the Company on Preferential Basis.

Remote e-voting			
	Total No. of Members who voted	Total No. of Shares for which valid votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	691	210261570	99.9940
Voted against the Resolution	53	12676	0.0060
Abstained	16	11749	0.00



Item No. 2: Special Resolution:

To raise capital by way of a qualified institutions placement to eligible investors through issuance of equity shares.

Remote e-voting			
	Total No. of Members who voted	Total No. of Shares for which valid votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	691	210264464	99.9958
Voted against the Resolution	53	8906	0.0042
Abstained	16	12624	0.00

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 Roy Chowdhury

Place: Kolkata

Date: 25th October, 2023

(Geeta Roy Chowdhury)

ICSI Membership No.: FCS 7040

COP: 7741

Peer Review No.: 2444/2022

UDIN: F007040E001440879