



Texmaco Rail & Engineering Ltd.

Belgharia Works

CIN L29261WB1998PLC087404

30th June, 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 29th May, 2023 enclosing the Postal Ballot Notice dated 12th May, 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 Tuesday, 30th May, 2023 and ended at 5:00 p.m. on Wednesday, 28th June, 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.

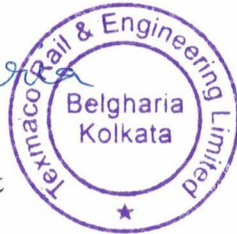
This is for your information and record.

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	118447
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:	Not Applicable
Public:	Not Applicable

Resolution required: (Ordinary/ Special)	SPECIAL - Approval to transfer, assign, restructure or convey the whole or substantially the whole of Rail EPC business comprising of Kalindee Rail and Bright Power units by way of slump sale.							
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	188922142	100	188922142	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		188922142	188922142	100	188922142	0	100
Public- Institutions	E-Voting	28357831	26422727	93.1761	26422727	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		28357831	26422727	93.1761	26422727	0	100
Public- Non Institutions	E-Voting	104589922	456169	0.4362	400953	55216	87.8957	12.1042
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		104589922	456169	0.4362	400953	55216	87.8957
Total		321869895	215801038	67.0460	215745822	55216	99.9744	0.0256

KKRaj


Resolution required: (Ordinary/ Special)		SPECIAL - Re-Appointment of Mr. Utsav Parekh (DIN: 00027642) as an Independent 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	188922142	188922142	100.0000	188922142	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		188922142	188922142	100	188922142	0	100
Public- Institutions	E-Voting	28357831	26422727	93.1761	2731777	23690950	10.3387	89.6612
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		28357831	26422727	93.1761	2731777	23690950	10.3387
Public- Non Institutions	E-Voting	104589922	456170	0.4362	416864	39306	91.3834	8.6165
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		104589922	456170	0.4362	416864	39306	91.3834
Total		321869895	215801039	67.0460	192070783	23730256	89.0036	10.9964



Report of Scrutinizer

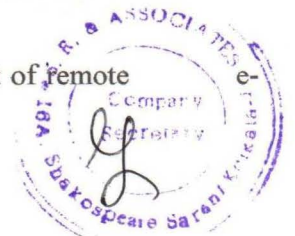
[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 20 (4) (xii) & 21 (2) of the Companies (Management and Administration) Rules, 2014]

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 Tuesday, 30th May, 2023 and ended at 5:00 p.m. on Wednesday, 28th June, 2023 for the items as stated in the Postal Ballot Notice ('Notice') dated 12th May, 2023, submit my

1. The e-voting services were provided by M/s. KFin Technologies Limited ('KFin') [Formerly known as 'M/s. KFin Technologies Private Limited'].
2. The Company has completed the dispatch of Notice to its Members on 29th May, 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 30th May, 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, 19th May, 2023 (i.e. the cut-off date).
5. The remote e-voting period commenced at 9:00 a.m. on Tuesday, 30th May, 2023 and ended at 5:00 p.m. on Wednesday, 28th June, 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 Wednesday, 28th June, 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 voting is as under (rounded off to two decimal):



SPECIAL BUSINESS

Item No. 1: Special Resolution:

Approval to transfer, assign, restructure or convey the whole or substantially the whole of Rail EPC business comprising of Kalindee Rail and Bright Power units by way of slump sale.

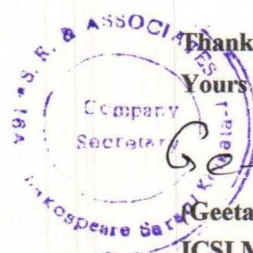
	Remote e-voting		
	Total No. of Members who voted	Total No. of Shares for which valid votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	411	215745822	99.97
Voted against the Resolution	44	55216	0.03
Abstained	8	606	0.00

Item No. 2: Special Resolution:

Re-appointment of Mr. Utsav Parekh (DIN: 00027642) as an Independent Director of the Company.

	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	389	192070783	89.00
Voted against the Resolution	67	23730256	11.00
Abstained	7	605	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
(Geeta Roy Chowdhury)

ICSI Membership No.: FCS 7040

COP: 7741

UDIN: F007040E000525008

Place: Kolkata

Date: 30th June, 2023

PEER REVIEW NO :- 2444/2022