

24th March, 2025

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 20th February, 2025 enclosing the Postal Ballot Notice dated 31st January, 2025 seeking approval of the Members of the Company through postal ballot by electronic means ('remote e-voting') in relation to the Resolution stated in the Notice. We now write to inform you that the Resolution has been duly approved by the Members of the Company with requisite majority.

The Resolution passed by the Members through postal ballot is deemed to have been passed as if it has 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 Friday, 21st February, 2025 and ended at 5:00 p.m. on Saturday, 22nd March, 2025.

Pursuant to the Listing Regulations, we are enclosing herewith the Scrutinizer's Report as Annexure.

This is for your information and record.

Thanking you,

Yours faithfully,

For **Texmaco Rail & Engineering Limited**

K. K. Rajgaria
Company Secretary &
Compliance Officer

An adventz group company

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 Friday, 21st February, 2025 and ended at 5:00 p.m. on Saturday, 22nd March, 2025 for the item as stated in the Postal Ballot Notice ('Notice') dated 31st January, 2025, submit my 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 to its Members on 20th February, 2025 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 21st February, 2025 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, 14th February, 2025 (i.e. the cut-off date).
5. The remote e-voting period commenced at 9:00 a.m. on Friday, 21st February, 2025 and ended at 5:00 p.m. on Saturday, 22nd March, 2025. 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 Saturday, 22nd March, 2025 in the presence of two witnesses namely, Mr. Pratham Kothari and Mr. Roshan Thakur., 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:**

Appointment of Mr. Marco Philippus Ardeshir Wadia (DIN: 00244357) 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	821	224972263	91.57
Voted against the Resolution	91	20720440	8.43
Abstained	29	37237	0.00

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

Place: Kolkata
Date: 24th March, 2025
Peer Review No.: 2444/2022



Thanking You,
Yours faithfully

Geeta Roy Chowdhury

(Geeta Roy Chowdhury)
ICSI Membership No.: FCS 7040
COP: 7741
UDIN: F007040F004143568