

24th September, 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,

In continuation to our letter dated 22nd September, 2025, 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-Seventh Annual General Meeting ('AGM') held on 22nd September, 2025 at 2:30 p.m. (IST) through Video Conferencing.

We would further like to inform that all the Resolutions stated in the Notice convening the AGM dated 13th August, 2025, 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**

Sandeep Kumar Sultania
Company Secretary &
Compliance Officer

An adventz group company

Registered Office:
Belgharia, Kolkata - 700 056, India
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🌐 www.texmaco.in

CIN: L29261WB1998PLC087404

	TEXMACO RAIL & ENGINEERING LIMITED
Date of the AGM/EGM	22-09-2025
Total number of shareholders on record date	398705
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:	19
Public:	57

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Standalone Audited Financial Statements of the Company for the financial year ended 31st March 2025 together with the Reports of the Board of Directors and 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	19,28,00,542	19,28,00,542	100.0000	19,28,00,542	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		19,28,00,542	100.0000	19,28,00,542	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	5,71,07,050	4,46,94,971	78.2652	4,46,94,971	0	100.0000	0.0000	0	44,048
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,46,94,971	78.2652	4,46,94,971	0	100.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	14,95,59,710	4,17,044	0.2788	3,84,032	33,012	92.0842	7.9157	0	1,951
	Poll		17,354	0.0116	17,354	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,34,398	0.2904	4,01,386	33,012	92.4005	7.5995	0	1951
Total		39,94,67,302	23,79,29,911	59.5618	23,78,96,899	33,012	99.9861	0.0139	0	45999

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Consolidated Audited Financial Statements of the Company for the financial year ended 31st March 2025 and the Report of 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	19,28,00,542	19,28,00,542	100.0000	19,28,00,542	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		19,28,00,542	100.0000	19,28,00,542	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	5,71,07,050	4,46,94,971	78.2652	4,39,71,045	7,23,926	98.3802	1.6197	0	44,048
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,46,94,971	78.2652	4,39,71,045	7,23,926	98.3803	1.6197	0	44048
Public- Non Institutions	E-Voting	14,95,59,710	4,17,111	0.2789	3,83,462	33,649	91.9328	8.0671	0	1,899
	Poll		17,354	0.0116	17,354	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,34,465	0.2905	4,00,816	33,649	92.2551	7.7449	0	1899
Total		39,94,67,302	23,79,29,978	59.5618	23,71,72,403	7,57,575	99.6816	0.3184	0	45947

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Dividend on Equity Shares for the financial year ended 31st March 2025.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	19,28,00,542	19,28,00,542	100.0000	19,28,00,542	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		19,28,00,542	100.0000	19,28,00,542	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	5,71,07,050	4,47,39,019	78.3424	4,47,39,019	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,47,39,019	78.3424	4,47,39,019	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	14,95,59,710	4,16,749	0.2787	3,92,973	23,776	94.2948	5.7051	0	2,246
	Poll		17,354	0.0116	17,354	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,34,103	0.2903	4,10,327	23,776	94.5230	5.4770	0	2246
Total		39,94,67,302	23,79,73,664	59.5728	23,79,49,888	23,776	99.9900	0.0100	0	2246

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr Indrajit Mookerjee (DIN: 01419627), Executive Director & Vice Chairman, who retires by rotation and being eligible 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	19,28,00,542	19,28,00,542	100.0000	19,28,00,542	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		19,28,00,542	100.0000	19,28,00,542	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	5,71,07,050	4,47,39,019	78.3424	3,67,10,100	80,28,919	82.0538	17.9461	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,47,39,019	78.3424	3,67,10,100	80,28,919	82.0539	17.9461	0	0
Public- Non Institutions	E-Voting	14,95,59,710	4,16,819	0.2787	3,79,671	37,148	91.0877	8.9122	0	2,231
	Poll		17,354	0.0116	17,354	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,34,173	0.2903	3,97,025	37,148	91.4440	8.5560	0	2231
Total	39,94,67,302	23,79,73,734	59.5728	22,99,07,667	80,66,067	96.6105	3.3895	0	2231	

Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr Sudipta Mukherjee (DIN: 06871871), Managing Director, who retires by rotation and being eligible offers himself for reappointment.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	19,28,00,542	19,28,00,542	100.0000	19,28,00,542	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		19,28,00,542	100.0000	19,28,00,542	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	5,71,07,050	4,47,39,019	78.3424	4,44,40,503	2,98,516	99.3327	0.6672	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,47,39,019	78.3424	4,44,40,503	2,98,516	99.3328	0.6672	0	0
Public- Non Institutions	E-Voting	14,95,59,710	4,16,769	0.2787	3,74,322	42,447	89.8152	10.1847	0	2,231
	Poll		17,354	0.0116	17,354	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,34,123	0.2903	3,91,676	42,447	90.2224	9.7776	0	2231
Total		39,94,67,302	23,79,73,684	59.5728	23,76,32,721	3,40,963	99.8567	0.1433	0	2231

Resolution No.	6									
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration payable to Messrs DGM & Associates, Cost Accountants to conduct the Audit of Cost Records of the Company for the financial year 2025-26.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	19,28,00,542	19,28,00,542	100.0000	19,28,00,542	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		19,28,00,542	100.0000	19,28,00,542	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	5,71,07,050	4,47,39,019	78.3424	4,47,39,019	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,47,39,019	78.3424	4,47,39,019	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	14,95,59,710	4,08,261	0.2730	3,82,599	25,662	93.7143	6.2856	0	11,133
	Poll		17,354	0.0116	17,354	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,25,615	0.2846	3,99,953	25,662	93.9706	6.0294	0	11133
Total		39,94,67,302	23,79,65,176	59.5706	23,79,39,514	25,662	99.9892	0.0108	0	11133

Resolution No.	7									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Messrs S. R. & Associates as the Secretarial Auditors 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	19,28,00,542	19,28,00,542	100.0000	19,28,00,542	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		19,28,00,542	100.0000	19,28,00,542	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	5,71,07,050	4,47,39,019	78.3424	4,47,39,019	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,47,39,019	78.3424	4,47,39,019	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	14,95,59,710	4,08,342	0.2730	3,83,612	24,730	93.9438	6.0561	0	11,052
	Poll		17,354	0.0116	17,354	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,25,696	0.2846	4,00,966	24,730	94.1907	5.8093	0	11052
Total		39,94,67,302	23,79,65,257	59.5706	23,79,40,527	24,730	99.9896	0.0104	0	11052

Resolution No.	8										
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr Saroj Kumar Poddar (DIN: 00008654), as the Executive Director & Chairman of the Company.										
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes. Mr. Saroj Kumar Poddar is interested upto the extent of his shareholding and has 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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	19,28,00,542	16,82,27,067	87.2545	16,82,27,067	0	100.0000	0.0000	0	2,45,73,475	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		16,82,27,067	87.2545	16,82,27,067	0	100.0000	0.0000	0.0000	0	24573475
Public- Institutions	E-Voting	5,71,07,050	4,47,39,019	78.3424	4,37,92,174	9,46,845	97.8836	2.1163	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		4,47,39,019	78.3424	4,37,92,174	9,46,845	97.8836	2.1164	0	0	
Public- Non Institutions	E-Voting	14,95,59,710	4,16,844	0.2787	3,84,281	32,563	92.1882	7.8117	0	2,116	
	Poll		17,354	0.0116	17,354	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		4,34,198	0.2903	4,01,635	32,563	92.5004	7.4996	0	2116	
Total		39,94,67,302	21,34,00,284	53.4212	21,24,20,876	9,79,408	99.5410	0.4590	0	24575591	

Resolution No.	9									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr Ashok Kumar Vijay (DIN: 01103278), as the 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	19,28,00,542	19,28,00,542	100.0000	19,28,00,542	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		19,28,00,542	100.0000	19,28,00,542	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	5,71,07,050	4,47,39,019	78.3424	4,45,16,100	2,22,919	99.5017	0.4982	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,47,39,019	78.3424	4,45,16,100	2,22,919	99.5017	0.4983	0	0
Public- Non Institutions	E-Voting	14,95,59,710	4,16,673	0.2786	3,89,429	27,244	93.4615	6.5384	0	2,282
	Poll		17,354	0.0116	17,354	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,34,027	0.2902	4,06,783	27,244	93.7230	6.2770	0	2282
Total		39,94,67,302	23,79,73,588	59.5727	23,77,23,425	2,50,163	99.8949	0.1051	0	2282

Resolution No.	10									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr Sudipta Mukherjee (DIN: 06871871), as the Managing 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	19,28,00,542	19,28,00,542	100.0000	19,28,00,542	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		19,28,00,542	100.0000	19,28,00,542	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	5,71,07,050	4,47,39,019	78.3424	4,45,16,100	2,22,919	99.5017	0.4982	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,47,39,019	78.3424	4,45,16,100	2,22,919	99.5017	0.4983	0	0
Public- Non Institutions	E-Voting	14,95,59,710	4,07,373	0.2724	3,74,914	32,459	92.0321	7.9678	0	11,582
	Poll		17,354	0.0116	17,354	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,24,727	0.284	3,92,268	32,459	92.3577	7.6423	0	11582
Total		39,94,67,302	23,79,64,288	59.5704	23,77,08,910	2,55,378	99.8927	0.1073	0	11582

Resolution No.	11									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr Indrajit Mookerjee (DIN: 01419627) as the Executive Director & Vice-Chairman 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	19,28,00,542	19,28,00,542	100.0000	19,28,00,542	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		19,28,00,542	100.0000	19,28,00,542	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	5,71,07,050	4,47,39,019	78.3424	3,73,44,920	73,94,099	83.4728	16.5271	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,47,39,019	78.3424	3,73,44,920	73,94,099	83.4728	16.5272	0	0
Public- Non Institutions	E-Voting	14,95,59,710	4,07,258	0.2723	3,80,038	27,220	93.3162	6.6837	0	11,737
	Poll		17,354	0.0116	17,354	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,24,612	0.2839	3,97,392	27,220	93.5894	6.4106	0	11737
Total		39,94,67,302	23,79,64,173	59.5704	23,05,42,854	74,21,319	96.8813	3.1187	0	11737

Resolution No.	12									
Resolution required: (Ordinary/ Special)	SPECIAL - Revision in remuneration of Mr Indrajit Mookerjee (DIN: 01419627), Executive Director & Vice-Chairman 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	19,28,00,542	19,28,00,542	100.0000	19,28,00,542	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		19,28,00,542	100.0000	19,28,00,542	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	5,71,07,050	4,47,39,019	78.3424	4,46,43,120	95,899	99.7856	0.2143	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,47,39,019	78.3424	4,46,43,120	95,899	99.7856	0.2144	0.2144	0
Public- Non Institutions	E-Voting	14,95,59,710	4,07,419	0.2724	3,73,568	33,851	91.6913	8.3086	0	11,576
	Poll		17,354	0.0116	17,354	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,24,773	0.284	3,90,922	33,851	92.0308	7.9692	7.9692	0
Total	39,94,67,302	23,79,64,334	59.5704	23,78,34,584	1,29,750	99.9455	0.0545	0	11576	

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-Seventh Annual General Meeting of the Equity Shareholders of Texmaco Rail & Engineering Limited held on Monday, 22nd September, 2025 at 2:30 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-Seventh Annual General Meeting of Texmaco Rail & Engineering Limited held on Monday, 22nd September, 2025 at 2:30 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 28th August, 2025 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, 15th September, 2025.
4. The remote e-voting period commenced at 9.00 a.m. on Thursday, 18th September, 2025 and ended at 5.00 p.m. on Sunday, 21st September, 2025.
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 22nd September, 2025 in the presence of two witnesses namely, Mr. Pratham Kothari and Ms. Khusbu Jha, 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 Standalone Audited Financial Statements of the Company for the financial year ended 31st March 2025 together with the Reports of the Board of Directors and 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	695	237879545	16	17354	711	237896899	99.9861
Voted against the Resolution	43	33012	0	0	43	33012	0.0139
Abstained	14	45999	0	0	14	45999	0.0000

Item No. 2: Ordinary Resolution:

Adoption of Consolidated Audited Financial Statements of the Company for the financial year ended 31st March 2025 and the Report of 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	683	237155049	16	17354	699	237172403	99.6816
Voted against the Resolution	58	757575	0	0	58	757575	0.3184
Abstained	13	45947	0	0	13	45947	0.0000



Item No. 3: Ordinary Resolution:

Declaration of Dividend on Equity Shares for the financial year ended 31st March 2025.

	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	700	237932534	16	17354	716	237949888	99.9900
Voted against the Resolution	39	23776	0	0	39	23776	0.0100
Abstained	14	2246	0	0	14	2246	0.0000

Item No. 4: Ordinary Resolution:

Re-appointment of Mr Indrajit Mookerjee (DIN: 01419627), Executive Director & Vice Chairman, who retires by rotation and being eligible, 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	660	229890313	16	17354	676	229907667	96.6105
Voted against the Resolution	83	8066067	0	0	83	8066067	3.3895
Abstained	14	2231	0	0	14	2231	0.0000



Item No. 5: Ordinary Resolution:

Re-appointment of Mr Sudipta Mukherjee (DIN: 06871871), Managing Director, who retires by rotation and being eligible 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	675	237615367	16	17354	691	237632721	99.8567
Voted against the Resolution	68	340963	0	0	68	340963	0.1433
Abstained	14	2231	0	0	14	2231	0.0000

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

Ratification of remuneration payable to Messrs DGM & Associates, Cost Accountants (Firm Registration No. 000038) to conduct the Audit of Cost Records of the Company for the financial year 2025-26.

	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	689	237922160	16	17354	705	237939514	99.9892
Voted against the Resolution	49	25662	0	0	49	25662	0.0108
Abstained	14	11133	0	0	14	11133	0.0000



Item No. 7: Ordinary Resolution:

Appointment of Messrs S. R. & Associates as the Secretarial Auditors of the Company.

	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	695	237923173	16	17354	711	237940527	99.9896
Voted against the Resolution	43	24730	0	0	43	24730	0.0104
Abstained	14	11052	0	0	14	11052	0.0000

Item No. 8: Special Resolution:

Re-appointment of Mr Saroj Kumar Poddar (DIN: 00008654) as the Executive Director & Chairman of the Company.

	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	666	212403522	16	17354	682	212420876	99.5410
Voted against the Resolution	75	979408	0	0	75	979408	0.4590
Abstained	15	24575591	0	0	15	24575591	0.0000

Item No. 9: Special Resolution:

Re-appointment of Mr Ashok Kumar Vijay (DIN: 01103278) as the Executive Director of the Company.



	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	676	237706071	16	17354	692	237723425	99.8949
Voted against the Resolution	65	250163	0	0	65	250163	0.1051
Abstained	15	2282	0	0	15	2282	0.0000

Item No. 10: Special Resolution:

Re-appointment of Mr Sudipta Mukherjee (DIN: 06871871) as the Managing Director of the Company.

	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	676	237691556	16	17354	692	237708910	99.8927
Voted against the Resolution	64	255378	0	0	64	255378	0.1073
Abstained	16	11582	0	0	16	11582	0.0000



Item No. 11: Special Resolution:

Re-appointment of Mr Indrajit Mookerjee (DIN: 01419627) as the Executive Director & Vice-Chairman of the Company.

	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	664	230525500	16	17354	680	230542854	96.8813
Voted against the Resolution	77	7421319	0	0	77	7421319	3.1187
Abstained	17	11737	0	0	17	11737	0.0000

Item No. 12: Special Resolution:

Revision in remuneration of Mr Indrajit Mookerjee (DIN: 01419627) Executive Director & Vice-Chairman of the Company.

	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	667	237817230	16	17354	683	237834584	99.9455
Voted against the Resolution	69	129750	0	0	69	129750	0.0545
Abstained	17	11576	0	0	17	11576	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 Roy Chowdhury
Geeta Roy Chowdhury

Place: Kolkata
Date: 24th September, 2025

FCS: 7040
COP:7741

Peer Review Certificate No: 2444/2022

UDIN: F007040G001326567