



P-2, Prime Industrial & Logistics Hub, Nr. Bharat Gas Plant,
NH-8, Wadala Road, Hariyala, Kheda-387570. (Gujarat) INDIA
CIN : L29100GJ1989PLC012576
Tel. : 08980026110, 08980026220, Fax : (02764) 286334
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24th August, 2024

To
BSE Limited
Listing Dept. / Dept. of Corporate Services
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai – 400001

Scrip Code: 526638

Dear Sir/Madam,

Sub: Submission of Voting Results and Scrutinizers Report of the 35th Annual General Meeting of the Company

We would like to inform you that the 35th Annual General Meeting (AGM) of the Company was held on Saturday, 24th August, 2024 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

In this regard, please find enclosed herewith:

- i. Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ii. Scrutinizers Report of the 35th AGM as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.

Kindly take the same on record.

Thanking you,
Yours faithfully,
For Texel Industries Limited

Shubham Kiran Shah
Company Secretary & Compliance Officer

Encl: As above

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Voting results	
Record date	17-08-2024
Total number of shareholders on record date	6533
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	13
b) Public	30
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	Add Notes

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Resolution (1)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		a. Adoption of Audited Standalone Financial Statements of the Company for the financial year ended 31.03.2024 and the Reports of the Board of Directors and Auditors thereon; and b. Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31.03.2024 and the Report of the Auditors thereon.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3486540	2595941	74.4561	2595941	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3486540	2595941	74.4561	2595941	0	100.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	4853149	342000	7.0470	342000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4853149	342000	7.0470	342000	0	100.0000
Total		8339689	2937941	35.2284	2937941	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

[Home](#)[Validate](#)**Resolution (2)**

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

Yes

Description of resolution considered

Appointment of a Director in place of Mr. Naresh Ramniklal Mehta (DIN: 02888018), who retires by rotation and, being eligible, offers himself for re-appointment.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3486540	2595941	74.4561	2595941	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3486540	2595941	74.4561	2595941	0	100.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	4853149	342000	7.0470	342000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4853149	342000	7.0470	342000	0	100.0000
Total		8339689	2937941	35.2284	2937941	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

[Home](#)[Validate](#)**Resolution (3)**

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Appointment of Mr. Umesh Arvindbhai Vyas (DIN: 07979266) as an Independent Director of the Company.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3486540	2595941	74.4561	2595941	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3486540	2595941	74.4561	2595941	0	100.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	4853149	342000	7.0470	342000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4853149	342000	7.0470	342000	0	100.0000
Total		8339689	2937941	35.2284	2937941	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

[Home](#)[Validate](#)**Resolution (4)**

Resolution required: (Ordinary / Special)

Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

Appointment of Ms. Avni Chouhan (DIN: 08716231) as an Independent Director of the Company.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3486540	2595941	74.4561	2595941	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3486540	2595941	74.4561	2595941	0	100.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	4853149	342000	7.0470	342000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4853149	342000	7.0470	342000	0	100.0000
Total		8339689	2937941	35.2284	2937941	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



Form No. MGT-13
Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time]

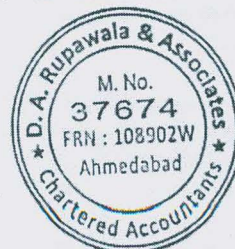
To,
Mr. Shailesh R. Mehta, Chairman
35th Annual General Meeting (AGM) of the Equity Shareholders of
Texel Industries Limited,
held on 24th August, 2024 at 12:39 p.m.
through Video Conferencing/ Other Audio Visual Means (VC/OAVM)

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote E-voting and E-voting during 35th AGM of Texel Industries Limited (the 'Company')

I, D. A. Rupawala, Proprietor of M/s. D.A. Rupawala & Associates, Chartered Accountants, have been appointed as Scrutinizer by the Board of Directors of M/s. Texel Industries Limited (the Company), pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, to scrutinize the remote e-voting process and e-voting process at the 35th Annual General Meeting of M/s. Texel Industries Limited held on Saturday, 24th August, 2024 at 12:39 p.m. through VC/ OAVM. I submit my report as under:

- (i) The Company has provided remote e-voting facility as well as e-voting facility during the AGM offered by Central Depository Services (India) Limited (CDSL) for casting the votes electronically by the shareholders of the Company.
- (ii) The shareholders of the Company holding shares as on the "cut-off" date i.e. on Saturday, 17th August, 2024 were entitled to vote on the resolutions as set out in the Notice of the 35th AGM.
- (iii) The voting period for remote e-voting commenced from Tuesday, 20th August, 2024 at 10:00 a.m. and concluded on Friday, 23rd August, 2024 at 5:00 p.m. and thereafter the CDSL remote e-voting platform was blocked.
- (iv) The Company has provided e-voting facility to the members who attended the AGM through VC / OAVM and had not voted on resolutions through remote e-voting, to cast their vote during the AGM.



Rupawala



- (v) After the completion of the e-voting process at the AGM, the votes cast through e-voting at the AGM and through remote e-voting facility were unblocked and downloaded from the e-voting website of CDSL (<https://www.evotingindia.com>) in the presence of two witnesses, who are not in the employment of the Company.
- (vi) I have scrutinized and reviewed the remote e-voting and e-voting during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system.

The management of the Company is responsible to ensure the compliance with the requirements of the Act, Rules, circulars issued from time to time relating to voting through electronic voting system on the resolutions as set out in the Notice of the 35th AGM of the Members of Company. My responsibility as a Scrutinizer for the remote e-voting and e-voting during the AGM is restricted in making the Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" on the resolutions stated in the Notice, based on the reports generated from the e-voting system of CDSL, the authorized agency engaged by the Company.

The Consolidated report of remote e-voting as well as e-voting during the AGM is as under:

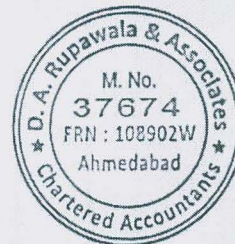
➤ **ORDINARY BUSINESS:**

I. Resolution No. 1:- As an Ordinary Resolution

- a. Adoption of Audited Standalone Financial Statements of the Company for the financial year ended 31.03.2024 and the Reports of the Board of Directors and Auditors thereon; and
- b. Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31.03.2024 and the Report of the Auditors thereon.

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members who voted through	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	50	29,29,941	99.73
E-voting at the AGM	1	8,000	0.27
Total :	51	29,37,941	100



Rupawala



(ii) Voted against the resolution:

Mode of voting	Number of members who voted through	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
E-voting at the AGM	0	0	0
Total :	0	0	0

(iii) Invalid votes

Mode of voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
E-voting at the AGM	0	0
Total :	0	0

II. Resolution No. 2:- As an Ordinary Resolution

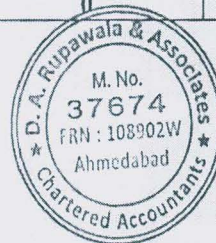
Appointment of a Director in place of Mr. Naresh Ramniklal Mehta (DIN: 02888018), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Mode of voting	Number of members who voted through	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	50	29,29,941	99.73
E-voting at the AGM	1	8,000	0.27
Total :	51	29,37,941	100

(ii) Voted against the resolution:

Mode of voting	Number of members who voted through	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
E-voting at the AGM	0	0	0
Total :	0	0	0



Naresh Mehta



(iii) Invalid votes

Mode of voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
E-voting at the AGM	0	0
Total :	0	0

> **SPECIAL BUSINESS:**

III. Resolution No. 3:- As a Special Resolution

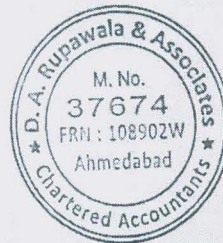
Appointment of Mr. Umesh Arvindbhai Vyas (DIN: 07979266) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Mode of voting	Number of members who voted through	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	50	29,29,941	99.73
E-voting at the AGM	1	8,000	0.27
Total :	51	29,37,941	100

(ii) Voted against the resolution:

Mode of voting	Number of members who voted through	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
E-voting at the AGM	0	0	0
Total :	0	0	0



Rupawala



(iii) Invalid votes

Mode of voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
E-voting at the AGM	0	0
Total :	0	0

IV. Resolution No. 4:- As a Special Resolution

Appointment of Ms. Avni Chouhan (DIN: 08716231) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

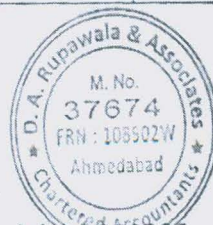
Mode of voting	Number of members who voted through	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	50	29,29,941	99.73
E-voting at the AGM	1	8,000	0.27
Total :	51	29,37,941	100

(ii) Voted against the resolution:

Mode of voting	Number of members who voted through	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
E-voting at the AGM	0	0	0
Total :	0	0	0

(iii) Invalid votes

Mode of voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
E-voting at the AGM	0	0
Total :	0	0



Rupawala



D.A. Rupawala & Associates

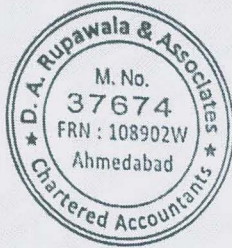
CHARTERED ACCOUNTANT

All the relevant records relating to remote e-voting and e-voting during the AGM will remain in our safe custody until the Chairman approves and signs the minutes of the 35th Annual General Meeting and the same shall thereafter be handed over to the Company Secretary.

Thanking you,
Yours faithfully,

D.A. Rupawala

D.A. Rupawala
Proprietor of
D.A Rupawala & Associates,
Chartered Accountants
Membership No. 037674
Scrutinizer
UDIN: 24037674BKDAMH6509



Counter Signed

Shailish R. Mehta

Shailish R. Mehta
Chairman & Managing Director
DIN: 01457666



[Signature]

Witness

[Signature]

Witness

Date : 24th August, 2024
Place: Ahmedabad