

31<sup>st</sup> December, 2024

*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 29<sup>th</sup> November, 2024 enclosing the Postal Ballot Notice dated 25<sup>th</sup> October, 2024 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 Saturday, 30<sup>th</sup> November, 2024 and ended at 5:00 p.m. on Sunday, 29<sup>th</sup> December, 2024.


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

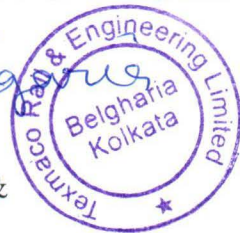
This is for your information and record.

Thanking you,

Yours faithfully,

For **Texmaco Rail & Engineering Limited**

  
K. K. Rajgaria  
Company Secretary &  
Compliance Officer



**An adventz group company**

Registered Office:  
Belgharia, Kolkata - 700 056, India  
+91 33 2569 1500

✉ texmail@texmaco.in  
🌐 www.texmaco.in

CIN: L29261WB1998PLC087404

**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 Saturday, 30th November, 2024 and ended at 5:00 p.m. on Sunday, 29th December, 2024 for the item as stated in the Postal Ballot Notice ('Notice') dated 25th October, 2024, 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 29th November, 2024 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 November, 2024 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, 22nd November, 2024 (i.e. the cut-off date).
5. The remote e-voting period commenced at 9:00 a.m. on Saturday, 30th November, 2024 and ended at 5:00 p.m. on Sunday, 29th December, 2024. 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 Sunday, 29th December, 2024 in the presence of two witnesses namely, Mr. Pratham Kothari and Mr. Gouranga Pandit, 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](http://evoting.kfintech.com), the report of remote e-voting is as under (rounded off to two decimal):



## SPECIAL BUSINESS

Item No. 1: Special Resolution:

Re-appointment of Mr. Partha Sarathi Bhattacharyya (DIN: 00329479) 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	814	239810728	99.89
Voted against the Resolution	75	265984	0.11
Abstained	29	9746	0.00

Item No. 2: Special Resolution:

Alteration in Object Clause of Memorandum of Association of the Company

	Remote e-voting		
	Total	Total No. of Shares	Percentage of votes to the
Voted in favour of the Resolution	818	239966760	99.95
Voted against the Resolution	68	108224	0.05
Abstained	30	11473	0.00

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

Place: Kolkata  
Date: 31st December, 2024  
Peer Review No.: 2444/2022



Thanking You,  
Yours faithfully

*Geeta Roy Chowdhury*

(Geeta Roy Chowdhury)  
ICSI Membership No.: FCS 7040  
COP: 7741  
UDIN: F007040F003535697