

26th September, 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,

In continuation to our letter dated 25th September, 2024, 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-Sixth Annual General Meeting ('AGM') held on 25th September, 2024 at 2:00 p.m. (IST) through Video Conferencing.

We would further like to inform that all the Resolutions stated in the Notice convening the AGM dated 16th May, 2024, 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**

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

		TEXMACO RAIL & ENGINEERING LIMITED						
Date of the AGM/EGM		25-09-2024						
Total number of shareholders on record date		365097						
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:		18						
Public:		52						
Resolution No.		1						
Resolution required: (Ordinary/ Special)		ORDINARY - Adoption of Audited Financial Statements including the Audited Consolidated Financial Statement of the Company, for the financial year ended 31st March 2024 and the Reports of the Board of Directors and 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
Promoter and Promoter Group	E-Voting	19,23,00,517	19,23,00,517	100.00	19,23,00,517	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19,23,00,517	19,23,00,517	100.00	19,23,00,517	0	100.00
Public- Institutions	E-Voting	6,58,88,278	5,13,28,634	77.9025	4,67,09,779	46,18,855	91.0014	8.9985
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6,58,88,278	5,13,28,634	77.9025	4,67,09,779	46,18,855	91.0014
Public- Non Institutions	E-Voting	14,12,78,507	2,89,643	0.2050	2,89,107	536	99.8149	0.1850
	Poll		20,932	0.0148	20,932	0	100.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		14,12,78,507	3,10,575	0.2198	3,10,039	536	99.8274
Total		39,94,67,302	24,39,39,726	61.0663	23,93,20,335	46,19,391	98.1063	1.8937

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Dividend on Equity Shares for the financial year ended 31st March 2024.							
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	19,23,00,517	19,23,00,517	100.00	19,23,00,517	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19,23,00,517	19,23,00,517	100.00	19,23,00,517	0	100.00
Public- Institutions	E-Voting	6,58,88,278	5,14,03,767	78.0166	5,14,03,767	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6,58,88,278	5,14,03,767	78.0166	5,14,03,767	0	100.00
Public- Non Institutions	E-Voting	14,12,78,507	2,91,543	0.2064	2,90,715	828	99.7159	0.2840
	Poll		20,932	0.0148	20,932	0	100.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		14,12,78,507	3,12,475	0.2212	3,11,647	828	99.7350
Total		39,94,67,302	24,40,16,759	61.0855	24,40,15,931	828	99.9997	0.0003

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Akshay Poddar (DIN: 00008686), Non-Executive Director, who retires by rotation and offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes. Mr. Saroj Kumar Poddar and Mr. Akshay Poddar along with their relatives are interested upto the extent of their shareholding and have 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
Promoter and Promoter Group	E-Voting	19,23,00,517	16,73,58,190	87.0295	16,73,58,190	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19,23,00,517	16,73,58,190	87.0295	16,73,58,190	0	100.00
Public- Institutions	E-Voting	6,58,88,278	5,14,03,767	78.0166	5,09,40,860	4,62,907	99.0994	0.9005
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6,58,88,278	5,14,03,767	78.0166	5,09,40,860	4,62,907	99.0995
Public- Non Institutions	E-Voting	14,12,78,507	2,91,776	0.2065	2,57,141	34,635	88.1295	11.8704
	Poll		20,932	0.0148	20,932	0	100.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		14,12,78,507	3,12,708	0.2213	2,78,073	34,635	88.9242
Total		39,94,67,302	21,90,74,665	54.8417	21,85,77,123	4,97,542	99.7729	0.2271

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Ashok Kumar Vijay (DIN: 01103278), Executive Director, who retires by rotation and 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
Promoter and Promoter Group	E-Voting	19,23,00,517	19,23,00,517	100.00	19,23,00,517	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19,23,00,517	19,23,00,517	100.0000	19,23,00,517	0	100.00
Public- Institutions	E-Voting	6,58,88,278	5,14,03,767	78.0166	5,12,48,724	1,55,043	99.6983	0.3016
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6,58,88,278	5,14,03,767	78.0166	5,12,48,724	1,55,043	99.6984
Public- Non Institutions	E-Voting	14,12,78,507	2,39,132	0.1693	2,03,979	35,153	85.2997	14.7002
	Poll		20,932	0.0148	20,932	0	100.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		14,12,78,507	2,60,064	0.1841	2,24,911	35,153	86.4829
Total		39,94,67,302	24,39,64,348	61.0724	24,37,74,152	1,90,196	99.9220	0.0780

Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration to be paid to Messrs DGM & Associates, Cost Accountants of the Company for conducting Audit of Cost Records, for the financial year ending 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
Promoter and Promoter Group	E-Voting	19,23,00,517	19,23,00,517	100.0000	19,23,00,517	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		19,23,00,517	19,23,00,517	100.0000	19,23,00,517	0	100.00
Public- Institutions	E-Voting	6,58,88,278	5,14,03,767	78.0166	5,14,03,767	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6,58,88,278	5,14,03,767	78.0166	5,14,03,767	0	100.00
Public- Non Institutions	E-Voting	14,12,78,507	2,90,301	0.2055	2,88,465	1,836	99.3675	0.6324
	Poll		20,932	0.0148	20,932	0	100.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		14,12,78,507	3,11,233	0.2203	3,09,397	1,836	99.4101
Total		39,94,67,302	24,40,15,517	61.0852	24,40,13,681	1,836	99.9992	0.0008

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-Sixth Annual General Meeting of the Equity Shareholders of Texmaco Rail & Engineering Limited held on Wednesday, 25th September, 2024 at 2:00 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-Sixth Annual General Meeting of Texmaco Rail & Engineering Limited held on Wednesday, 25th September, 2024 at 2:00 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 31st August, 2024 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 Thursday, 19th September, 2024.
4. The remote e-voting period commenced at 9.00 a.m. on Saturday, 21st September, 2024 and ended at 5.00 p.m. on Tuesday, 24th September, 2024.
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 Wednesday 25th September, 2024 in the presence of two witnesses namely, Mr. Pratham Kothari and Mr. Roshan Thakur, 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 Audited Financial Statements including the Audited Consolidated Financial Statement of the Company, for the financial year ended 31st March 2024 and the Reports of the Board of Directors and 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	769	239299403	19	20932	788	239320335	98.1063
Voted against the Resolution	39	4619391	0	0	39	4619391	1.8937
Abstained	16	78366	0	0	16	78366	0.0000

Item No. 2: Ordinary Resolution:

Declaration of Dividend on Equity Shares for the financial year ended 31st March 2024.

	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	780	243994999	19	20932	799	244015931	99.9997
Voted against the Resolution	33	828	0	0	33	828	0.0003
Abstained	11	1333	0	0	11	1333	0.0000



Item No. 3: Ordinary Resolution:

Re-appointment of Mr. Akshay Poddar (DIN: 00008686), Non-Executive Director, who retires by rotation and 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	748	218556191	19	20932	767	218577123	99.7729
Voted against the Resolution	66	497542	0	0	66	497542	0.2271
Abstained	15	24943427	0	0	15	24943427	0.0000

Item No. 4: Ordinary Resolution:

Re-appointment of Mr. Ashok Kumar Vijay (DIN: 01103278), Executive Director, who retires by rotation and 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	751	243753220	19	20932	770	243774152	99.9220
Voted against the Resolution	63	190196	0	0	63	190196	0.0780
Abstained	14	53744	0	0	14	53744	0.0000



SPECIAL BUSINESS

Item No. 5: Ordinary Resolution:

Ratification of remuneration to be paid to Messrs DGM & Associates, Cost Accountants (Firm Registration No. 000038) of the Company for conducting Audit of Cost Records, for the financial year ending 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	766	243992749	19	20932	785	244013681	99.9992
Voted against the Resolution	44	1836	0	0	44	1836	0.0008
Abstained	14	2523	0	0	14	2523	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

Place: Kolkata

Date: 26th September, 2024

UDIN: F007040F001322189



(Geeta Roy Chowdhury)

FCS: 7040

COP: 7741

Peer Review Certificate No:

2444/2022