

Texmaco Rail & Engineering Ltd.

Belgharia Works

CIN No.: L29261WB1998PLC087404
GSTIN No. 19AABCT2592E1ZA



26th March, 2021

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 26th March, 2021 we write to inform you that in terms of the applicable provisions of the Companies Act, 2013 ('Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with the relevant circulars issued by the Ministry of Corporate Affairs & the Securities and Exchange Board of India, the Company had provided the facility of remote e-voting and e-voting during the Extra Ordinary General Meeting ('EGM') held on Thursday, 25th March, 2021 at 11:30 a.m. to its Members.

We would further like to inform that the Resolutions as stated in the Notice of the EGM dated 1st March, 2021, were put to vote at the EGM of the Company, and excepting for Item No. 1, all other the Resolutions, i.e. Item Nos. 2 to 6 have been duly approved by the Members with a requisite majority.

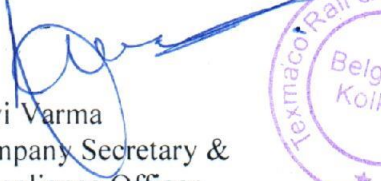
We are enclosing herewith the details of the combined voting results in respect of the aforesaid Resolutions in the prescribed format, pursuant to Regulation 44 of the Listing Regulations as Annexure I and the Scrutiniser's Report as Annexure II.

This is for your information and record.

Thanking you,

Yours faithfully,

For **Texmaco Rail & Engineering Limited**


Ravi Varma
Company Secretary &
Compliance Officer



Annexure I

	TEXMACO RAIL & ENGINEERING LIMITED
Date of the AGM/EGM	25-03-2021
Total number of shareholders on record date	88774
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:	23
Public:	61

Resolution No.	1							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval to create, offer, issue and allot on a preferential basis, to Zuari Global Limited, a member of the Promoter group, up to 2,88,00,000 (Two Crore Eighty Eight Lakhs) Equity Shares of face value of Re. 1/- (Rupee One) each, in one or more tranches, for total cash consideration of up to Rs. 90,00,00,000 (Rupees Ninety Crore).							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes. The Promoters / Promoter group, Mr. S. K. Poddar and Mr. Akshay Poddar alongwith their relatives are interested upto the extent of their shareholding and have not casted their votes.							
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	11,60,77,010	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	3,07,67,437	2,93,26,336	95.3161	0	2,93,26,336	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,93,26,336	95.3161	0	2,93,26,336	0.0000	100.0000
Public- Non Institutions	E-Voting	7,80,14,935	52,21,607	6.6931	52,18,794	2,813	99.9461	0.0538
	Poll		2	0.0000	2	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		52,21,609	6.6931	52,18,796	2,813	99.9461	0.0539
Total		22,48,59,382	3,45,47,945	15.3642	52,18,796	2,93,29,149	15.1060	84.8940



Resolution No.	2							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval to amend the Memorandum of Association of the Company with respect to the Objects Clause (Clause III) and such other amendments as may be required to align the Memorandum of Association with the provisions of the Companies Act, 2013.							
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	11,60,77,010	11,60,77,010	100.0000	11,60,77,010	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		11,60,77,010	100.0000	11,60,77,010	0	100.0000	0.0000
Public- Institutions	E-Voting	3,07,67,437	2,93,26,336	95.3161	2,93,26,336	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,93,26,336	95.3161	2,93,26,336	0	100.0000	0.0000
Public- Non Institutions	E-Voting	7,80,14,935	52,21,582	6.6931	52,19,062	2,520	99.9517	0.0482
	Poll		2	0.0000	2	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		52,21,584	6.6931	52,19,064	2,520	99.9517	0.0483
Total		22,48,59,382	15,06,24,930	66.9863	15,06,22,410	2,520	99.9983	0.0017



Resolution No.	3							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval to amend the existing Articles of Association of the Company to align the Articles of Association with the provisions of the Companies Act, 2013.							
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	11,60,77,010	11,60,77,010	100.0000	11,60,77,010	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		11,60,77,010	100.0000	11,60,77,010	0	100.0000	0.0000
Public- Institutions	E-Voting	3,07,67,437	2,93,26,336	95.3161	67,65,047	2,25,61,289	23.0681	76.9318
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,93,26,336	95.3161	67,65,047	2,25,61,289	23.0682	76.9318
Public- Non Institutions	E-Voting	7,80,14,935	52,21,582	6.6931	52,19,052	2,530	99.9515	0.0484
	Poll		2	0.0000	2	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		52,21,584	6.6931	52,19,054	2,530	99.9515	0.0485
Total		22,48,59,382	15,06,24,930	66.9863	12,80,61,111	2,25,63,819	85.0199	14.9801



Resolution No.	4							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval to the appointment of Mr. Ashish Kumar Gupta (DIN 07808012) as Executive Director and designated as Deputy Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from 17th November, 2020.							
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	11,60,77,010	11,60,77,010	100.0000	11,60,77,010	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		11,60,77,010	100.0000	11,60,77,010	0	100.0000	0.0000
Public- Institutions	E-Voting	3,07,67,437	2,93,26,336	95.3161	2,93,26,336	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,93,26,336	95.3161	2,93,26,336	0	100.0000	0.0000
Public- Non Institutions	E-Voting	7,80,14,935	52,21,607	6.6931	52,18,807	2,800	99.9463	0.0536
	Poll		2	0.0000	2	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		52,21,609	6.6931	52,18,809	2,800	99.9464	0.0536
Total		22,48,59,382	15,06,24,955	66.9863	15,06,22,155	2,800	99.9981	0.0019



Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Approval to the appointment of Mr. Virendra Sinha (DIN 03113274) as an Independent Director of the Company for a period of 3 (three) years with effect from 17th February, 2021.							
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	11,60,77,010	11,60,77,010	100.0000	11,60,77,010	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		11,60,77,010	100.0000	11,60,77,010	0	100.0000	0.0000
Public- Institutions	E-Voting	3,07,67,437	2,93,26,336	95.3161	2,93,26,336	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,93,26,336	95.3161	2,93,26,336	0	100.0000	0.0000
Public- Non Institutions	E-Voting	7,80,14,935	52,21,607	6.6931	52,19,077	2,530	99.9515	0.0484
	Poll		2	0.0000	2	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		52,21,609	6.6931	52,19,079	2,530	99.9515	0.0485
Total		22,48,59,382	15,06,24,955	66.9863	15,06,22,425	2,530	99.9983	0.0017



Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - Approval to the appointment of Ms. Rusha Mitra (DIN 08402204), as an Independent Director of the Company for a period of 3 (three) years with effect from 17th February, 2021.							
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	11,60,77,010	11,60,77,010	100.0000	11,60,77,010	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		11,60,77,010	100.0000	11,60,77,010	0	100.0000	0.0000
Public- Institutions	E-Voting	3,07,67,437	2,93,26,336	95.3161	2,09,55,662	83,70,674	71.4568	28.5431
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2,93,26,336	95.3161	2,09,55,662	83,70,674	71.4568	28.5432
Public- Non Institutions	E-Voting	7,80,14,935	52,00,955	6.6666	51,98,155	2,800	99.9461	0.0538
	Poll		2	0.0000	2	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		52,00,957	6.6666	51,98,157	2,800	99.9462	0.0538
Total		22,48,59,382	15,06,04,303	66.9771	14,22,30,829	83,73,474	94.4401	5.5599



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 Extra Ordinary General Meeting of the Equity Shareholders of Texmaco Rail & Engineering Limited held on Thursday, 25th March, 2021 at 11:30 a.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')

Dear Sir,

I, Geeta Roy Chowdhury, appointed as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting during Instapoll at the Extra Ordinary General Meeting of Texmaco Rail & Engineering Limited held on Thursday, 25th March, 2021 at 11:30 a.m. 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 Private Limited ('Kfin').
2. The Company has completed the despatch of Notices on 3rd March, 2021 through email in compliance with General Circular Nos. 14, 17, 20, 22, and 39 of the year 2020 issued by the Ministry of Corporate Affairs, and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 & SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the Securities and Exchange Board of India.
3. Voting rights were reckoned on the Shares registered in the name of Members as on Friday, 19th March, 2021.
4. The remote e-voting period commenced at 9.00 AM on Sunday, 21st March, 2021 and ended at 5.00 PM on Wednesday, 24th March 2021.
5. The Company also provided the facility of Instapoll, i.e., e-voting during the Extra Ordinary General Meeting through the VC platform.
6. The e-voting was unblocked on Thursday, 25th March, 2021 in the presence of two witnesses namely, Sushmita Shaw and Bijal Modi, 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 two decimal):



SPECIAL BUSINESS

Item No. 1: Special Resolution:

Approval to create, offer, issue and allot on a preferential basis, to Zuari Global Limited, a member of the Promoter group, up to 2,88,00,000 (Two Crore Eighty Eight Lakhs) Equity Shares of face value of Re. 1/- (Rupee One) each, in one or more tranches, for total cash consideration of up to Rs. 90,00,00,000 (Rupees Ninety Crore).

	Remote e-voting		Voting during the EGM 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	87	5218794	2	2	89	5218796	15.11
Voted against the Resolution	25	29329149	0	0	25	29329149	84.89
Abstained	25	116077710	0	0	25	116077710	0.00

The Resolution has not been passed.

Item No. 2: Special Resolution:

Approval to amend the Memorandum of Association of the Company with respect to the Objects Clause (Clause III) and such other amendments as may be required to align the Memorandum of Association with the provisions of the Companies Act, 2013.

	Remote e-voting		Voting during the EGM 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	120	150622408	2	2	122	150622410	100.00
Voted against the Resolution	15	2520	0	0	15	2520	0.00
Abstained	2	725	0	0	2	725	0.00

The Resolution has been passed with requisite majority.



Item No. 3: Special Resolution:

Approval to amend the existing Articles of Association of the Company to align the Articles of Association with the provisions of the Companies Act, 2013.

	Remote e-voting		Voting during the EGM 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	113	128061109	2	2	115	128061111	85.02
Voted against the Resolution	22	22563819	0	0	22	22563819	14.98
Abstained	2	725	0	0	2	725	0.00

The Resolution has been passed with requisite majority.

Item No. 4: Special Resolution:

Approval to the appointment of Mr. Ashish Kumar Gupta (DIN: 07808012) as Executive Director and designated as Deputy Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from 17th November, 2020.

	Remote e-voting		Voting during the EGM 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	118	150622153	2	2	120	150622155	100.00
Voted against the Resolution	18	2800	0	0	18	2800	0.00
Abstained	1	700	0	0	1	700	0.00

The Resolution has been passed with requisite majority.



Item No. 5: Ordinary Resolution:

Approval to the appointment of Mr. Virendra Sinha (DIN: 03113274) as an Independent Director of the Company for a period of 3 (three) years with effect from 17th February, 2021.

	Remote e-voting		Voting during the EGM 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	120	150622423	2	2	122	150622425	100.00
Voted against the Resolution	16	2530	0	0	16	2530	0.00
Abstained	1	700	0	0	1	700	0.00

The Resolution has been passed with requisite majority.

Item No. 6: Ordinary Resolution:

Approval to the appointment of Ms. Rusha Mitra (DIN:08402204), as an Independent Director of the Company for a period of 3 (three) years with effect from 17th February, 2021.

	Remote e-voting		Voting during the EGM 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	115	142230827	2	2	117	142230829	94.44
Voted against the Resolution	20	8373474	0	0	20	8373474	5.56
Abstained	2	725	0	0	2	725	0.00

The Resolution has been passed with requisite majority.

Thanking You,
Yours faithfully



Geeta Roy Chowdhury
(Geeta Roy Chowdhury)
FCS: 7040
COP: 7741

Place: Kolkata
Date: 26th March, 2021

UDIN: F007040B004146221

GEETA ROY CHOWDHURY
COMPANY SECRETARY IN PRACTICE
16A, SHAKESPEARE SARANI,
KOLKATA-700071
FCS 7040