



TEXMACO

Texmaco Rail & Engineering Ltd.

Belgharia Works

CIN No.: L29261WB1998PLC087404

GSTIN No. 19AABCT2592E1ZA

11th September, 2019

The Listing Department
National Stock Exchange of India Ltd
Exchange Plaza
Bandra - Kurla Complex
Bandra (E), Mumbai – 400051
Symbol – TEXRAIL

The Corporate Relation
Department
BSE Limited
P. J. Towers, Dalal Street Fort,
Mumbai – 400001
Scrip Code - 533326

The Secretary
The Calcutta Stock
Exchange Ltd
7, Lyons Range
Kolkata – 700001
Scrip Code - 30285

Dear Sir(s),

We wish to inform you that in terms of the applicable provisions of the Companies Act, 2013 and the applicable Regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company had provided the facility of remote e-voting and e-voting at the venue of Annual General Meeting (AGM) (Instapoll) to its Members. We would further like to inform that all the Resolutions stated in the Notice of the AGM dated 8th August, 2019, which were put to vote at the 21st AGM of the Company held on Monday, 9th September, 2019 at 2:00 P.M. at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata - 700 056, have been approved by the Members by voting through remote e-voting and Instapoll with a requisite majority.

We have enclosed the details of the 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 record.

Thanking You,

Yours faithfully,

For Texmaco Rail & Engineering Limited


Neha Singh
Compliance Officer



Encl: a/a

	TEXMACO RAIL & ENGINEERING LIMITED
Date of the AGM/EGM	09-09-2019
Total number of shareholders on record date	65527
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	26
Public:	653
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Financial Statement including the Audited Consolidated Financial Statement of the Company, the Reports of the Board of Directors and the Auditors Report thereon for the Financial Year ended 31st March 2019+B172							
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	11,51,27,010	11,51,27,010	100.0000	11,51,27,010	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		11,51,27,010	100.0000	11,51,27,010	0	100.0000	0.0000
Public- Institutions	E-Voting	4,88,05,788	4,39,63,448	90.783	4,39,63,448	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		4,39,63,448	90.783	4,39,63,448	0	100.0000	0.0000
Public- Non Institutions	E-Voting	6,09,26,584	96,07,950	15.7697	96,07,736	214	99.9978	0.0022
	Poll		9,000	0.0148	8,948	52	99.4222	0.5778
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		96,16,950	15.7845	96,16,684	266	99.9972	0.0028
Total		22,48,59,382	16,87,07,408	75.0280	16,87,07,142	266	99.9998	0.0002

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Dividend on Equity Shares for the Financial Year ended 31st March 2019.							
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	11,51,27,010	11,51,27,010	100.0000	11,51,27,010	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		11,51,27,010	100.0000	11,51,27,010	0	100.0000	0.0000
Public- Institutions	E-Voting	4,88,05,788	4,40,37,786	90.2307	4,40,37,786	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		4,40,37,786	90.2307	4,40,37,786	0	100.0000	0.0000
Public- Non Institutions	E-Voting	6,09,26,584	96,07,950	15.7697	96,07,636	314	99.9967	0.0033
	Poll		9,000	0.0148	8,948	52	99.4222	0.5778
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		96,16,950	15.7845	96,16,584	366	99.9962	0.0038
Total		22,48,59,382	16,87,81,746	75.0610	16,87,81,380	366	99.9998	0.0002

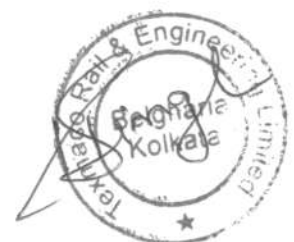
Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Approval for re-appointment of Mr. Damodar Hazarimal Kela, Executive Director, who retires by rotation and offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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
Promoter and Promoter Group	E-Voting	11,51,27,010	11,51,27,010	100.0000	11,51,27,010	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		11,51,27,010	100.0000	11,51,27,010	0	100.0000	0.0000
Public- Institutions	E-Voting	4,88,05,788	4,40,37,786	90.2307	4,40,37,786	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		4,40,37,786	90.2307	4,40,37,786	0	100.0000	0.0000
Public- Non Institutions	E-Voting	6,09,26,584	95,75,850	15.7170	95,75,366	484	99.9949	0.0051
	Poll		9,000	0.0148	8,948	52	99.4222	0.5778
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		95,84,850	15.7318	95,84,314	536	99.9944	0.0056
Total		22,48,59,382	16,87,49,646	75.0467	16,87,49,110	536	99.9997	0.0003



Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Approval for re-appointment of Mr. Ashok Kumar Vijay, Executive Director, who retires by rotation and 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
Promoter and Promoter Group	E-Voting	11,51,27,010	11,51,27,010	100.0000	11,51,27,010	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		11,51,27,010	100.0000	11,51,27,010	0	100.0000	0.0000
Public- Institutions	E-Voting	4,88,05,788	4,40,37,786	90.2307	4,40,24,022	13,764	99.9687	0.0313
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,40,37,786	90.2307	4,40,24,022	13,764	99.9687	0.0313
Public- Non Institutions	E-Voting	6,09,26,584	95,55,327	15.6833	95,54,843	484	99.9949	0.0051
	Poll		9,000	0.0148	8,948	52	99.4222	0.5778
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		95,64,327	15.6981	95,63,791	536	99.9944	0.0056
Total	22,48,59,382	16,87,29,123	75.0376	16,87,14,823	14,300	99.9915	0.0085	

Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration to be paid to Messrs DGM & Associates, Cost Auditor of the Company for the Financial Year ending 31st March 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	11,51,27,010	11,51,27,010	100.0000	11,51,27,010	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		11,51,27,010	100.0000	11,51,27,010	0	100.0000	0.0000
Public- Institutions	E-Voting	4,88,05,788	4,40,37,786	90.2307	4,40,37,786	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		4,40,37,786	90.2307	4,40,37,786	0	100.0000	0.0000
Public- Non Institutions	E-Voting	6,09,26,584	96,07,797	15.7695	96,07,183	614	99.9936	0.0064
	Poll		9,000	0.0148	8,948	52	99.4222	0.5778
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		96,16,797	15.7842	96,16,131	666	99.9931	0.0069
Total	22,48,59,382	16,87,81,593	75.0610	16,87,80,927	666	99.9996	0.0004	

Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for appointment for Mr. Indrajit Mookerjee as an Independent Director.							
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	11,51,27,010	11,51,27,010	100.0000	11,51,27,010	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		11,51,27,010	100.0000	11,51,27,010	0	100.0000	0.0000
Public- Institutions	E-Voting	4,88,05,788	4,40,37,786	90.2307	4,40,37,786	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		4,40,37,786	90.2307	4,40,37,786	0	100.0000	0.0000
Public- Non Institutions	E-Voting	6,09,26,584	96,07,897	15.7696	96,07,583	314	99.9967	0.0033
	Poll		9,000	0.0148	8,948	52	99.4222	0.5778
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		96,16,897	15.7844	96,16,531	366	99.9962	0.0038
Total	22,48,59,382	16,87,81,693	75.0610	16,87,81,327	366	99.9998	0.0002	



Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for re-appointment of Mr. Amal Chandra Chakrabortti as an Independent Director.							
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	11,51,27,010	11,51,27,010	100.0000	11,51,27,010	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		11,51,27,010	100.0000	11,51,27,010	0	100.0000	0.0000
Public- Institutions	E-Voting	4,88,05,788	4,40,37,786	90.2307	4,28,59,289	11,78,497	97.3239	2.6761
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,40,37,786	90.2307	4,28,59,289	11,78,497	97.3239	2.6761
Public- Non Institutions	E-Voting	6,09,26,584	96,07,827	15.7695	96,07,443	384	99.9960	0.0040
	Poll		9,000	0.0148	8,948	52	99.4222	0.5778
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		96,16,827	15.7843	96,16,391	436	99.9955	0.0045
Total		22,48,59,382	16,87,81,623	75.0610	15,76,02,690	11,78,933	99.3015	0.6985

Resolution No.	8							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for re-appointment of Mr. Devarayapuram Ramasamy Kaarthikeyan as an Independent Director.							
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	11,51,27,010	11,51,27,010	100.0000	11,51,27,010	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		11,51,27,010	100.0000	11,51,27,010	0	100.0000	0.0000
Public- Institutions	E-Voting	4,88,05,788	4,40,37,786	90.2307	4,40,12,081	25,705	99.9416	0.0584
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,40,37,786	90.2307	4,40,12,081	25,705	99.9416	0.0584
Public- Non Institutions	E-Voting	6,09,26,584	96,07,822	15.7695	96,06,938	884	99.9908	0.0092
	Poll		9,000	0.0148	8,948	52	99.4222	0.5778
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		96,16,822	15.7843	96,15,886	936	99.9903	0.0097
Total		22,48,59,382	16,87,81,618	75.0610	16,87,54,977	26,641	99.9842	0.0158

Resolution No.	9							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for re-appointment of Mr. Sunil Mitra as an Independent Director.							
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	11,51,27,010	11,51,27,010	100.0000	11,51,27,010	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		11,51,27,010	100.0000	11,51,27,010	0	100.0000	0.0000
Public- Institutions	E-Voting	4,88,05,788	4,40,37,786	90.2307	4,40,24,022	13,764	99.9687	0.0313
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,40,37,786	90.2307	4,40,24,022	13,764	99.9687	0.0313
Public- Non Institutions	E-Voting	6,09,26,584	96,07,950	15.7697	96,07,566	384	99.9960	0.0040
	Poll		9,000	0.0148	8,948	52	99.4222	0.5778
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		96,16,950	15.7845	96,16,514	436	99.9955	0.0045
Total		22,48,59,382	16,87,81,746	75.0610	16,87,67,546	14,200	99.9916	0.0084



Resolution No.	10							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for payment of excess remuneration to the Executive Directors							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes, Mr. S K Poddar and Mr. Akshay Poddar along with their relatives are interested to 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	11,51,27,010	11,15,04,110	96.8531	11,15,04,110	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		11,15,04,110	96.8531	11,15,04,110	0	100.0000	0.0000
Public- Institutions	E-Voting	4,88,05,788	3,69,32,739	75.6729	3,31,01,623	38,31,116	89.6268	10.3732
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,69,32,739	75.6729	3,31,01,623	38,31,116	89.6268	10.3732
Public- Non Institutions	E-Voting	6,09,26,584	94,73,284	15.5487	94,72,360	924	99.9902	0.0098
	Poll		9,000	0.0148	8,948	52	99.4222	0.5778
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		94,82,284	15.5635	94,81,308	976	99.9897	0.0103
Total		22,48,59,382	15,79,19,133	70.2302	15,40,87,041	38,32,092	97.5734	2.4266

Resolution No.	11							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for an increase in the limit of borrowing powers.							
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	11,51,27,010	11,51,27,010	100.0000	11,51,27,010	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		11,51,27,010	100.0000	11,51,27,010	0	100.0000	0.0000
Public- Institutions	E-Voting	4,88,05,788	4,40,37,786	90.2307	4,40,37,786	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		4,40,37,786	90.2307	4,40,37,786	0	100.0000	0.0000
Public- Non Institutions	E-Voting	6,09,26,584	96,07,844	15.7695	96,07,560	284	99.9970	0.0030
	Poll		9,000	0.0148	8,948	52	99.4222	0.5778
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		96,16,844	15.7843	96,16,508	336	99.9965	0.0035
Total		22,48,59,382	16,87,81,640	75.0610	16,87,81,304	336	99.9998	0.0002

Resolution No.	12							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for an issue of Debentures/Bonds/FCCBs for an amount not exceeding Rs. 300 Crore							
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	11,51,27,010	11,51,27,010	100.0000	11,51,27,010	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		11,51,27,010	100.0000	11,51,27,010	0	100.0000	0.0000
Public- Institutions	E-Voting	4,88,05,788	4,40,37,786	90.2307	2,44,95,630	1,95,42,156	55.6241	44.3759
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,40,37,786	90.2307	2,44,95,630	1,95,42,156	55.6241	44.3759
Public- Non Institutions	E-Voting	6,09,26,584	96,07,950	15.7697	96,07,717	233	99.9976	0.0024
	Poll		9,000	0.0148	8,948	52	99.4222	0.5778
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		96,16,950	15.7845	96,16,665	285	99.9970	0.0030
Total		22,48,59,382	16,87,81,746	75.0610	14,92,39,305	1,95,42,441	88.4215	11.5785



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 - 700 056

Scrutinizer's Report on E-voting (Remote e-voting and Insta Poll) at the 21st Annual General Meeting of the Equity Shareholders of Texmaco Rail & Engineering Limited held on Monday, 9th September, 2019 at 2.00 PM at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata -700 056.

Dear Sir,

I, Geeta Roy Chowdhury, Practising Company Secretary was appointed as the Scrutinizer by the Board of Directors of Texmaco Rail & Engineering Limited ('Company') for the purpose of scrutinizing the process of remote e-voting and e-voting at the AGM venue (Insta Poll) of the 21st Annual General Meeting of the Equity Shareholders of the Company held on Monday 9th September, 2019 at 2:00 PM at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata 700 056, submit my report as under:

1. The e-voting services were provided by M/s. Karvy Fintech Private Limited (Karvy).
2. The Company has completed the despatch of Notices on 16th August, 2019.
3. Voting rights were reckoned on the Equity Shares registered in the name of Members as on Monday, 2nd September, 2019.
4. The remote e-voting period commenced on Thursday, 5th September, 2019 at 9:00 A.M. and ended on Sunday, 8th September, 2019 at 5.00 P.M..
5. The Company also provided the facility of Insta Poll, i.e., e-voting at the venue of Annual General Meeting.
6. The e-voting results were unblocked on Monday, 9th September, 2019 in the presence of two witnesses namely, Khusboo Sethia and Shweta Jain, who are not in the employment of the Company.
7. Based on the reports generated at Karvy Portal i.e. <http://www.evoting.karvy.com>, the consolidated report of remote e-voting and Insta Poll is as under (rounded off to two decimal):



ORDINARY BUSINESS

Item No. 1: Ordinary Resolution:

Adoption of Audited Financial Statement including the Audited Consolidated Financial Statement of the Company, the Report of the Board of Directors and the Auditors' Report thereon for the year ended 31st March 2019.

	Remote e- voting		Voting at the AGM Venue (Insta Poll)		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	179	168698194	356	8948	535	168707142	100.00
Voted against the Resolution	2	214	4	52	6	266	0.00
Abstained	1	74338	0	0	1	74338	0.00

Item No. 2: Ordinary Resolution:

Declaration of Dividend on Equity Shares for the Financial Year ended 31st March 2019.

	Remote e- voting		Voting at the AGM Venue (Insta Poll)		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	179	168772432	356	8948	535	168781380	100.00
Voted against the Resolution	3	314	4	52	7	366	0.00
Abstained	0	0	0	0	0	0	0



Item No. 3: Ordinary Resolution:

Approval for re-appointment of Mr. Damodar Hazarimal Kela, Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

	Remote e- voting		Voting at the AGM Venue (Insta Poll)		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	175	168740162	356	8948	531	168749110	100.00
Voted against the Resolution	5	484	4	52	9	536	0.00
Abstained	2	32053	0	0	2	32053	0

Item No. 4: Ordinary Resolution:

Approval for re-appointment of Mr. Ashok Kumar Vijay, Executive Director, who retires by rotation and offers himself for re-appointment

	Remote e- voting		Voting at the AGM Venue (Insta Poll)		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	174	168705875	356	8948	530	168714823	100.00
Voted against the Resolution	6	14248	4	52	10	14300	0.00
Abstained	2	52583	0	0	2	52583	0



SPECIAL BUSINESS

Item No. 5: Ordinary Resolution:

Ratification of remuneration to be paid to Messrs DGM & Associates, Cost Auditor of the Company for the Financial Year ending 31st March 2020

	Remote e- voting		Voting at the AGM Venue (Insta Poll)		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	177	168771979	356	8948	533	168780927	100.00
Voted against the Resolution	4	614	4	52	8	666	0.00
Abstained	1	53	0	0	1	53	0

Item No. 6: Special Resolution:

Approval for appointment for Mr. Indrajit Mookerjee as an Independent Director.

	Remote e- voting		Voting at the AGM Venue (Insta Poll)		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	178	168772379	356	8948	534	168781327	100.00
Voted against the Resolution	3	314	4	52	7	366	0.00
Abstained	1	53	0	0	1	53	0



Item No. 7: Special Resolution:

Approval for re-appointment of Mr. Amal Chandra Chakrabortti as an Independent Director

	Remote e- voting		Voting at the AGM Venue (Insta Poll)		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	175	167593742	356	8948	531	167602690	99.30
Voted against the Resolution	6	1178881	4	52	10	1178933	0.70
Abstained	1	53	0	0	1	53	0

Item No. 8: Special Resolution:

Approval for re-appointment of Mr. Devarayapuram Ramasamy Kaarthikeyan as an Independent Director.

	Remote e- voting		Voting at the AGM Venue (Insta Poll)		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	174	168746029	356	8948	530	168754977	100.00
Voted against the Resolution	7	26589	4	52	11	26641	0.00
Abstained	1	53	0	0	1	53	0



Item No. 9: Special Resolution:

Approval for re-appointment of Mr. Sunil Mitra as an Independent Director.

	Remote e- voting		Voting at the AGM Venue (Insta Poll)		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	177	168758598	356	8948	533	168767546	100.00
Voted against the Resolution	5	14148	4	52	9	14200	0.00
Abstained	0	0	0	0	0	0	0

Item No. 10: Special Resolution:

Approval for payment of excess remuneration to the Executive Directors.

	Remote e- voting		Voting at the AGM Venue (Insta Poll)		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	146	154078093	356	8948	502	154087041	97.57
Voted against the Resolution	19	3832040	4	52	23	3832092	2.43
Abstained	17	10862530	0	0	17	10862530	0



Item No. 11: Special Resolution:

Approval for an increase in the limit of borrowing powers.

	Remote e- voting		Voting at the AGM Venue (Insta Poll)		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	178	168772356	356	8948	534	168781304	100.00
Voted against the Resolution	3	284	4	52	7	336	0.00
Abstained	1	53	0	0	1	53	0

Item No. 12: Special Resolution:

Approval for an issue of Debentures/Bonds/FCCBs for an amount not exceeding ₹ 300 Crore.

	Remote e- voting		Voting at the AGM		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	166	149230357	356	8948	522	149239305	88.00
Voted against the Resolution	16	19542389	4	52	20	19542441	12.00
Abstained	0	0	0	0	0	0	0

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

Thanking You,
Yours faithfully,
For S.R. & Associates
For S.R. & Associates
Geeta Roy Chowdhury
Partner

Place: Kolkata
Date: 10th September, 2019

(Geeta Roy Chowdhury)
FCS: 7040

