



Texmaco Rail & Engineering Ltd.

Belgharia Works

CIN L29261WB1998PLC087404

28th August, 2023

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 26th July, 2023 enclosing the Postal Ballot Notice dated 17th July, 2023 seeking approval of the Members of the Company through postal ballot by electronic means ('remote e-voting') in relation to the Resolution stated in the Notice. We now write to inform you that the Resolution has been duly approved by the Members of the Company with requisite majority.

The Resolution passed by the Members through postal ballot is 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 Thursday, 27th July, 2023 and ended at 5:00 p.m. on Friday, 25th August, 2023.


Pursuant to the Listing Regulations, we are enclosing herewith the details of the results in respect of the Resolution as stated in the said Notice in the prescribed format, as Annexure I and the Scrutinizer's Report as Annexure II.

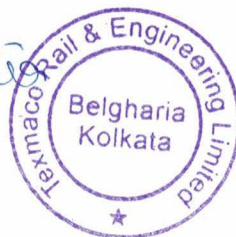
This is for your information and record.

Thanking you,

Yours faithfully,

For **Texmaco Rail & Engineering Limited**


K. K. Rajgaria
Company Secretary &
Compliance Officer



Company Name	TEXMACO RAIL & ENGINEERING LIMITED
Date of the AGM/EGM	Not Applicable (Postal Ballot)
Total number of shareholders on record date	119035
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Sudipta Mukherjee (DIN: 06871871) as the Deputy Managing 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	188922142	185129285	97.9924	185129285	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		188922142	185129285	97.9924	185129285	0	100
Public- Institutions	E-Voting	28975594	25363796	87.5350	20803410	4560386	82.0200	17.9799
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		28975594	25363796	87.5350	20803410	4560386	82.0200
Public- Non Institutions	E-Voting	103972159	671191	0.6455	623480	47711	92.8915	7.1084
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		103972159	671191	0.6455	623480	47711	92.8915
Total		321869895	211164272	65.6055	206556175	4608097	97.8178	2.1822



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 Thursday, 27th July, 2023 and ended at 5:00 p.m. on Friday, 25th August, 2023 for the item as stated in the Postal Ballot Notice ('Notice') dated 17th July, 2023, submit my report as under:

1. The e-voting services were provided by M/s. KFin Technologies Limited ('KFin') [Formerly known as 'M/s. KFin Technologies Private Limited'].
2. The Company has completed the dispatch of Notice to its Members on 26th July, 2023 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 27th July, 2023 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, 14th July, 2023 (i.e. the cut-off date).
5. The remote e-voting period commenced at 9:00 a.m. on Thursday, 27th July, 2023 and ended at 5:00 p.m. on Friday, 25th August, 2023. 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 Friday, 25th August, 2023 in the presence of two witnesses namely, Ms. Sushmita Shaw and Ms. Nikita Pincha, 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, the report of remote e-voting is as under (rounded off to two decimal):



SPECIAL BUSINESS

Item No. 1: Special Resolution:

Appointment of Mr. Sudipta Mukherjee (DIN: 06871871) as the Deputy Managing Director.

	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	710	206556175	97.82
Voted against the Resolution	84	4608097	2.18
Abstained	18	3738	0.00

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

Thanking You,

Yours faithfully



Geeta Roy Chowdhury

(Geeta Roy Chowdhury)

ICSI Membership No.: FCS 7040

COP: 7741

UDIN: F007040E000878559

Place: Kolkata

Date: 28th August, 2023

PEER REVIEW NO :- 2444/2022