

Texmaco Rail & Engineering Ltd.

Belgharia Works

CIN No.: L29261WB1998PLC087404

GSTIN No. 19AABCT2592E1ZA



25th September, 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 24th September, 2021 we write to inform you that in terms of the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with 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 Annual General Meeting ('AGM') held on Friday, 24th September, 2021 at 11:00 a.m. (IST) through Video Conference / Other Audio Visual Means to its Members.

We would further like to inform that all the Resolutions stated in the Notice of the AGM dated 14th May, 2021, which were put to vote at the Twenty-Third AGM of the Company, have been duly approved by the Members with requisite majority.

Pursuant to the Listing Regulations, we are enclosing herewith the details of the combined voting results in respect of the aforesaid Resolutions in the prescribed format as Annexure I and the Scrutiniser's Report as Annexure II, alongwith a copy of the proceedings of the AGM as Annexure III.

Thanking you,

Yours faithfully,

For Texmaco Rail & Engineering Limited

Ravi Varma
Company Secretary &
Compliance Officer



	TEXMACO RAIL & ENGINEERING LIMITED
Date of the AGM/EGM	24-09-2021
Total number of shareholders on record date	91125
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:	19
Public:	56

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 2021 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	14,16,68,648	14,16,21,848	99.97	14,16,21,848	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		14,16,21,848	99.97	14,16,21,848	0	100.00	0.00
Public- Institutions	E-Voting	2,92,96,723	2,91,10,651	99.36	2,91,10,651	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		2,91,10,651	99.36	2,91,10,651	0	100.00	0.00
Public- Non Institutions	E-Voting	7,93,77,881	66,88,726	8.43	66,64,543	24,183	99.64	0.36
	Poll		2,61,528	0.33	2,61,528	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		69,50,254	8.76	69,26,071	24,183	99.65	0.35
Total		25,03,43,252	17,76,82,753	70.98	17,76,58,570	24,183	99.99	0.01

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Dividend on Equity Shares for the financial year ended 31st March 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	14,16,68,648	14,16,21,848	99.97	14,16,21,848	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		14,16,21,848	99.97	14,16,21,848	0	100.00	0.00
Public- Institutions	E-Voting	2,92,96,723	2,91,10,651	99.36	2,91,10,651	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		2,91,10,651	99.36	2,91,10,651	0	100.00	0.00
Public- Non Institutions	E-Voting	7,93,77,881	66,88,628	8.43	66,64,385	24,243	99.64	0.36
	Poll		2,61,528	0.33	2,61,528	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		69,50,156	8.76	69,25,913	24,243	99.65	0.35
Total		25,03,43,252	17,76,82,655	70.98	17,76,58,412	24,243	99.99	0.01

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr Damodar Hazarimal Kela (DIN:01050842), 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	14,16,68,648	14,16,21,848	99.97	14,16,21,848	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		14,16,21,848	99.97	14,16,21,848	0	100.00	0.00
Public- Institutions	E-Voting	2,92,96,723	2,91,10,651	99.36	2,10,01,261	81,09,390	72.14	27.86
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		2,91,10,651	99.36	2,10,01,261	81,09,390	72.14	27.86
Public- Non Institutions	E-Voting	7,93,77,881	66,87,836	8.43	51,94,300	14,93,536	77.67	22.33
	Poll		2,61,528	0.33	1,11,528	1,50,000	42.64	57.36
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		69,49,364	8.75	53,05,828	16,43,536	76.35	23.65
Total		25,03,43,252	17,76,81,863	70.98	16,79,28,937	97,52,926	94.51	5.49

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 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	14,16,68,648	14,15,69,318	99.93	14,15,69,318	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		14,15,69,318	99.93	14,15,69,318	0	100.00	0.00
Public- Institutions	E-Voting	2,92,96,723	2,91,10,651	99.36	2,10,01,261	81,09,390	72.14	27.86
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		2,91,10,651	99.36	2,10,01,261	81,09,390	72.14	27.86
Public- Non Institutions	E-Voting	7,93,77,881	66,87,935	8.43	51,94,230	14,93,705	77.67	22.33
	Poll		2,61,528	0.33	1,11,528	1,50,000	42.64	57.36
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		69,49,463	8.75	53,05,758	16,43,705	76.35	23.65
Total		25,03,43,252	17,76,29,432	70.95	16,78,76,337	97,53,095	94.51	5.49

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 2022.							
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	14,16,68,648	14,16,21,848	99.97	14,16,21,848	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		14,16,21,848	99.97	14,16,21,848	0	100.00	0.00
Public- Institutions	E-Voting	2,92,96,723	2,91,10,651	99.36	2,91,10,651	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		2,91,10,651	99.36	2,91,10,651	0	100.00	0.00
Public- Non Institutions	E-Voting	7,93,77,881	66,87,601	8.43	66,60,004	27,597	99.59	0.41
	Poll		2,61,528	0.33	2,61,528	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		69,49,129	8.75	69,21,532	27,597	99.60	0.40
Total		25,03,43,252	17,76,81,628	70.98	17,76,54,031	27,597	99.98	0.02

Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr.Damodar Hazarimal Kela (DIN: 01050842) as Executive Director for a period of 3 (three) years with effect from 25th September 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	14,16,68,648	14,16,21,848	99.97	14,16,21,848	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		14,16,21,848	99.97	14,16,21,848	0	100.00	0.00
Public- Institutions	E-Voting	2,92,96,723	2,91,10,651	99.36	2,09,55,662	81,54,989	71.99	28.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		2,91,10,651	99.36	2,09,55,662	81,54,989	71.99	28.01
Public- Non Institutions	E-Voting	7,93,77,881	66,87,975	8.43	51,94,227	14,93,748	77.67	22.33
	Poll		2,61,528	0.33	1,11,528	1,50,000	42.64	57.36
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		69,49,503	8.76	53,05,755	16,43,748	76.35	23.65
Total		25,03,43,252	17,76,82,002	70.98	16,78,83,265	97,98,737	94.49	5.51

Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval to the payment of remuneration in excess of the limits prescribed under the Companies Act, 2013 and the SEBI (LODR), 2015 to the Executive Directors of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes. Mr S. K. Poddar and Mr. Akshay Poddar alongwith their relatives are interested upto 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	14,16,68,648	12,11,69,917	85.53	12,11,69,917	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		12,11,69,917	85.53	12,11,69,917	0	100.00	0.00
Public- Institutions	E-Voting	2,92,96,723	2,91,10,651	99.36	1,43,43,567	1,47,67,084	49.27	50.73
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		2,91,10,651	99.36	1,43,43,567	1,47,67,084	49.27	50.73
Public- Non Institutions	E-Voting	7,93,77,881	66,88,112	8.43	51,54,608	15,33,504	77.07	22.93
	Poll		2,61,528	0.33	1,11,528	1,50,000	42.64	57.36
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		69,49,640	8.76	52,66,136	16,83,504	75.78	24.22
Total		25,03,43,252	15,72,30,208	62.81	14,07,79,620	1,64,50,588	89.54	10.46

Resolution No.	8							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval to the waiver of the recovery of commission payable / paid to the Non-executive Directors of the Company for the financial year 2020-21.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes. Mr S. K. Poddar and Mr. Akshay Poddar alongwith their relatives are interested upto 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	14,16,68,648	12,11,69,917	85.53	12,11,69,917	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		12,11,69,917	85.53	12,11,69,917	0	100.00	0.00
Public- Institutions	E-Voting	2,92,96,723	2,91,10,651	99.36	2,91,10,651	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		2,91,10,651	99.36	2,91,10,651	0	100.00	0.00
Public- Non Institutions	E-Voting	7,93,77,881	66,88,003	8.43	51,62,947	15,25,056	77.20	22.80
	Poll		2,61,528	0.33	1,11,528	1,50,000	42.64	57.36
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		69,49,531	8.76	52,74,475	16,75,056	75.90	24.10
Total		25,03,43,252	15,72,30,099	62.81	15,55,55,043	16,75,056	98.93	1.07

Resolution No.	9							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval to the payment of Commission to the Non-executive Directors, subject to a ceiling of 1% of the net profits of the Company in a financial year as prescribed under the Companies Act, 2013 and the SEBI (LODR), 2015, for a period of 5 (five) years commencing from 1st April 2021.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes. Mr S. K. Poddar and Mr. Akshay Poddar alongwith their relatives are interested upto 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	14,16,68,648	12,11,69,917	85.53	12,11,69,917	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		12,11,69,917	85.53	12,11,69,917	0	100.00	0.00
Public- Institutions	E-Voting	2,92,96,723	2,91,10,651	99.36	2,91,10,651	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		2,91,10,651	99.36	2,91,10,651	0	100.00	0.00
Public- Non Institutions	E-Voting	7,93,77,881	66,88,238	8.43	51,69,521	15,18,717	77.29	22.71
	Poll		2,61,528	0.33	1,11,528	1,50,000	42.64	57.36
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		69,49,766	8.76	52,81,049	16,68,717	75.99	24.01
Total		25,03,43,252	15,72,30,334	62.81	15,55,61,617	16,68,717	98.94	1.06

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 Twenty-Third Annual General Meeting of the Equity Shareholders of Texmaco Rail & Engineering Limited held on Friday, 24th September, 2021 at 11:00 am 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 the AGM (Instapoll) of the Twenty-Third Annual General Meeting of Texmaco Rail & Engineering Limited held on Friday, 24th September, 2021 at 11:00 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 31st August, 2021 through email in compliance with General Circular No. 02/2021 issued by the Ministry of Corporate Affairs and Circular No. 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 17th September, 2021.
4. The remote e-voting period commenced at 9.00 AM on Monday 20th September, 2021 and ended at 5.00 PM on Thursday, 23rd September, 2021.
5. The Company also provided the facility of Instapoll, i.e., e-voting during the Annual General Meeting through the VC platform.
6. The e-voting was unblocked on Friday 24th September, 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):



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 2021 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	352	177397042	18	261528	370	177658570	99.99
Voted against the Resolution	27	24183	0	0	27	24183	0.01
Abstained	1	80	0	0	1	80	0.00

Item No. 2: Ordinary Resolution:

Declaration of Dividend on Equity Shares for the financial year ended 31st March 2021.

	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	352	177396884	18	261528	370	177658412	99.99
Voted against the Resolution	27	24243	0	0	27	24243	0.01
Abstained	1	80	0	0	1	80	0.00



Item No. 3: Ordinary Resolution:

Re-appointment of Mr. Damodar Hazarimal Kela (DIN:01050842), 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	318	167817409	17	111528	335	167928937	94.51
Voted against the Resolution	58	9602926	1	150000	59	9752926	5.49
Abstained	4	532	0	0	4	532	0.00

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	317	167764809	17	111528	334	167876337	94.51
Voted against the Resolution	58	9603095	1	150000	59	9753095	5.49
Abstained	5	53062	0	0	5	53062	0.00



SPECIAL BUSINESS

Item No. 5: Ordinary Resolution:

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 2022.

	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	340	177392503	18	261528	358	177654031	99.98
Voted against the Resolution	33	27597	0	0	33	27597	0.02
Abstained	7	997	0	0	7	997	0.00

Item No. 6: Special Resolution:

Re-appointment of Mr. Damodar Hazarimal Kela (DIN: 01050842) as Executive Director for a period of 3 (three) years with effect from 25th September 2021.

	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	317	167771737	17	111528	334	167883265	94.49
Voted against the Resolution	58	9648737	1	150000	59	9798737	5.51
Abstained	5	582	0	0	5	582	0.00



Item No. 7: Special Resolution:

Approval to the payment of remuneration in excess of the limits prescribed under the Companies Act, 2013 and the SEBI (LODR), 2015 to the Executive Directors of the Company.

	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	283	140668092	17	111528	300	140779620	89.54
Voted against the Resolution	83	16300588	1	150000	84	16450588	10.46
Abstained	14	20452256	0	0	14	20452256	0.00

Item No. 8: Special Resolution:

Approval to the waiver of the recovery of commission payable / paid to the Non-executive Directors of the Company for the financial year 2020-21.

	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	288	155443515	17	111528	305	155555043	98.93
Voted against the Resolution	76	1525056	1	150000	77	1675056	1.07
Abstained	16	20452366	0	0	16	20452366	0.00



Item No. 9: Special Resolution:

Approval to the payment of Commission to the Non-executive Directors, subject to a ceiling of 1% of the net profits of the Company in a financial year as prescribed under the Companies Act, 2013 and the SEBI (LODR), 2015, for a period of 5 (five) years commencing from 1st April 2021.

	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	291	155450089	17	111528	308	155561617	98.94
Voted against the Resolution	75	1518717	1	150000	76	1668717	1.06
Abstained	14	20452201	0	0	14	20452201	0.00

Based on above, the Resolutions 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)
FCS: 7040



Place: Kolkata
Date: 25th September, 2021

UDIN: F007040C001005290



Texmaco Rail & Engineering Ltd.

Belgharia Works

CIN No.: L29261WB1998PLC087404

GSTIN No. 19AABCT2592E1ZA

Annexure III

SUMMARY OF THE PROCEEDINGS OF THE TWENTY THIRD ANNUAL GENERAL MEETING OF TEXMACO RAIL & ENGINEERING LIMITED HELD ON 24TH SEPTEMBER, 2021 AT 11:00 A.M. (IST)

The Twenty-Third Annual General Meeting ('AGM') of the Members of Texmaco Rail & Engineering Limited ('the Company') was held on Friday, 24th September, 2021 at 11:00 a.m. (IST) through Video Conference ('VC') / Other Audio Visual Means ('OAVM').

Mr. S. K. Poddar, Chairman, chaired the AGM of the Company.

The Meeting commenced at 11:00 a.m. (IST).

The Chairman welcomed the Members to the AGM. The Chairman announced that the requisite quorum for the Meeting being present through VC, the Meeting was called to order.

The Chairman informed the Members that considering the social distancing norms to contain the spread of COVID - 19 and in compliance with the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India ('SEBI') and as per the applicable provisions of the Companies Act, 2013 ('Act') & the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the AGM was conducted through VC / OAVM.

The Chairman further informed the Members that the Statutory Registers and documents of the Company were available for inspection electronically. The facility for appointment of proxies by the Members was not applicable as the AGM was held through VC and hence the proxy register was not available for inspection.

The Chairman thereafter, introduced the Directors and Key Managerial Personnel of the Company.

Messrs. Indrajit Mookerjee, Managing Director, A. K. Gupta, Deputy Managing Director, A. C. Chakrabortti, Sunil Mitra, Utsav Parekh, Virendra Sinha, Akshay Poddar, D. H. Kela, A. K. Vijay, Ms. Rusha Mitra, Directors of the Company and Mr. Ravi Varma, Company Secretary attended the Meeting.

Mr. D. R. Kaarthikeyan could not attend the Meeting due to unavoidable circumstances.

The Statutory, Secretarial and Cost Auditors were also present during the Meeting.

The Chairman informed the Members that the Company had taken all feasible efforts under the current circumstances to enable Members to participate through VC and vote during the AGM.



Texmaco Rail & Engineering Ltd.

Belgharia Works

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The Company Secretary thereafter, briefed the Members regarding the arrangements made for the Meeting. The Company Secretary informed that the Company had enabled the Members to participate in the AGM through the VC facility provided by KFin Technologies Private Limited, Registrar & Share Transfer Agent of the Company.

It was further informed that the Members were provided with the facility to exercise their right to vote by electronic means, through remote e-voting. The remote e-voting commenced at 9:00 a.m. on Monday, 20th September, 2021 and ended at 5:00 p.m. on Thursday, 23rd September, 2021. The facility for e-voting during the AGM ('Instapoll') in accordance with the provisions of the Act and the Listing Regulations was made available.

The Chairman deliberated on the Company's overall performance during the financial year 2020-21 and also mentioned about the business prospects of the Company. The Chairman briefly covered the impact of ongoing COVID-19 pandemic on the Indian economy and the challenges and opportunities for the Company in coming years. The Chairman further deliberated the Shareholders that the Board after considering various options at its Meeting held on 15th May, 2021, has approved the proposal of Rights Issue. The Members were informed that Committee of Directors was considering its finalisation and any further update would be intimated in due course.

The Chairman informed the Members that the Notice convening the AGM, Financial Statements and the Reports of the Board of Directors & the Auditors thereon for the financial year ended 31st March, 2021 were taken as read as the same had already been circulated to the Members. As there were no qualifications in the Report of the Auditors, it was not required to be read.

The Chairman thereafter, requested Mr. Ravi Varma, Company Secretary to give a brief of the Resolutions forming part of the Notice. The Company Secretary informed the Members that there were in total 9 (Nine) Resolutions proposed to be transacted at the AGM and same were forming part of the Notice of the AGM. Since the Notice had already been circulated to the Members and the Resolutions had been put to vote through remote e-voting, the Company Secretary provided a brief of the Resolutions for the benefit of the Members attending the Meeting.





The items as per the AGM Notice dated 14th May, 2021 were transacted as follows:

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 2021 and the Reports of the Board of Directors and the Auditors thereon.

Item No. 2: Ordinary Resolution:

Declaration of Dividend on Equity Shares for the financial year ended 31st March 2021.

Item No. 3: Ordinary Resolution:

Re-appointment of Mr. Damodar Hazarimal Kela (DIN: 01050842), Executive Director, who retires by rotation and offers himself for re-appointment.

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.

SPECIAL BUSINESS

Item No. 5: Ordinary Resolution:

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 2022.

Item No. 6: Special Resolution:

Re-appointment of Mr. Damodar Hazarimal Kela (DIN: 01050842) as Executive Director for a period of 3 (three) years with effect from 25th September 2021.





Texmaco Rail & Engineering Ltd.

Belgharia Works

CIN No.: L29261WB1998PLC087404

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Item No. 7: Special Resolution:

Approval to the payment of remuneration in excess of the limits prescribed under the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements), 2015 to the Executive Directors of the Company.

Item No. 8 Special Resolution:

Approval to the waiver of the recovery of commission payable / paid to the Non-executive Directors of the Company for the financial year 2020-21.

Item No. 9: Special Resolution:

Approval to the payment of Commission to the Non-Executive Directors, subject to a ceiling of 1% of the net profits of the Company in a financial year as prescribed under the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements), 2015, for a period of 5 (five) years commencing from 1st April 2021.

The Chairman thereafter, requested the Members who had earlier registered themselves as speakers to seek clarifications or ask their questions in relation to items of business, which were addressed by the Chairman and Mr. Indrajit Mookerjee, Managing Director.

The Chairman thanked all the Shareholders and informed that those Shareholders who had not been able to cast their votes by remote e-voting, and are otherwise not barred from doing so, may avail the facility of e-voting during the AGM by way of Instapoll. The Company had appointed Ms. Geeta Roy Chowdhury of M/s S. R. & Associates, Company Secretaries, as Scrutinizer for the AGM. The e-voting module ('Instapoll') was kept open for 15 minutes.

The Chairman thereafter, announced that combined Results of remote e-voting and Instapoll would be made available on the website of the Company and also on the website of Stock Exchange(s) where the Equity Shares of the Company are listed i.e. National Stock Exchange of India Limited and BSE Limited within 2 (two) working days from the conclusion of the Meeting.

The Meeting concluded at 12:02 p.m. after being open for 15 minutes for Instapoll to be completed.

