



**TEXMACO**

**Texmaco Rail & Engineering Ltd.**

**Belgharia Works**

CIN L29261WB1998PLC087404

16<sup>th</sup> March, 2022

*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 11<sup>th</sup> February, 2022 enclosing the Postal Ballot Notice dated 7<sup>th</sup> February, 2022 seeking approval of the Members of the Company through remote e-voting in relation to the Resolutions stated in the Notice. We now write to inform you that all such Resolutions have been duly approved by the Members of the Company with the requisite majority.

The Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a duly convened general meeting of the Members.

In view of the ongoing COVID-19 pandemic and in accordance with the provisions of the Companies Act, 2013 read with 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 Monday, 14<sup>th</sup> February, 2022 and ended at 5:00 p.m. on Tuesday, 15<sup>th</sup> March, 2022.

Pursuant to Listing Regulations, we are enclosing herewith the details of the results in respect of the Resolutions 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**

  
Ravi Varma  
Company Secretary &  
Compliance Officer

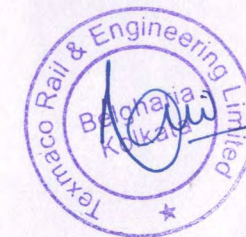


Company Name	TEXMACO RAIL & ENGINEERING LIMITED
Date of the AGM/EGM	Not Applicable (Postal Ballot)
Total number of shareholders on record date	97565
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution required: (Ordinary/ Special)	SPECIAL - Re-designation of Mr. Ashish Kumar Gupta (DIN: 07808012) as the Managing Director of the Company.							
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	187747154	187747154	100.0000	187747154	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		187747154	100.0000	187747154	0	100.0000	0.0000
Public- Institutions	E-Voting	33846425	32986227	97.4585	26357837	6628390	79.9056	20.0944
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0.0000	0	0.0000	0.0000
	Total		32986227	97.4585	26357837	6628390	79.9056	20.0944
Public- Non Institutions	E-Voting	100276316	3602552	3.5926	3590144	12408	99.6556	0.3444
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3602552	3.5926	3590144	12408	99.6556	0.3444
Total		321869895	224335933	69.6977	217695135	6640798	97.0398	2.9602



Resolution required: (Ordinary/ Special)		SPECIAL - Re-designation of Mr. Indrajit Mookerjee (DIN: 01419627) as the Executive Director & Vice Chairman of the Company.						
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	187747154	187747154	100.0000	187747154	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		187747154	100.0000	187747154	0	100.0000	0.0000
Public- Institutions	E-Voting	33846425	32986227	97.4585	26357837	6628390	79.9056	20.0944
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		32986227	97.4585	26357837	6628390	79.9056	20.0944
Public- Non Institutions	E-Voting	100276316	3602562	3.5926	3590085	12477	99.6537	0.3463
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3602562	3.5926	3590085	12477	99.6537	0.3463
Total		321869895	224335943	69.6977	217695076	6640867	97.0398	2.9602



Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Partha Sarathi Bhattacharyya (DIN: 00329479) as an Independent Director of the Company.							
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	187747154	187747154	100.0000	187747154	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		187747154	100.0000	187747154	0	100.0000	0.0000
Public- Institutions	E-Voting	33846425	32986227	97.4585	32986227	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		32986227	97.4585	32986227	0	100.0000	0.0000
Public- Non Institutions	E-Voting	100276316	3602541	3.5926	3590592	11949	99.6683	0.3317
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3602541	3.5926	3590592	11949	99.6683	0.3317
Total		321869895	224335922	69.6977	224323973	11949	99.9947	0.0053



**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

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 Monday, 14th February, 2022 and ended on 5:00 p.m. on Tuesday, 15th March, 2022 for the items as stated in the Postal Ballot notice dated 7th February, 2022, submit my report as under:

1. The e-voting services were provided by M/s. KFin Technologies Limited ('KFin') [Formerly known as 'KFin Technologies Private Limited'].
2. The Company has completed the dispatch of Notice to its Members on 13th February, 2022 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, on account of ongoing COVID - 19 pandemic and in compliance with the SEBI (Listing Obligations and Disclosure Requirements) 2015 ('Listing Regulations'), the provisions of the Act read with relevant circulars issued by the MCA, 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 14th February, 2022 in newspapers namely, Financial Express and Aajkaal, informing the shareholders the details relating to the Postal Ballot Notice ('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.
- 3A Voting rights were reckoned on the shares registered in the name of Members, as on Friday, 11th February, 2022 (i.e. the cut-off date).
4. The remote e-voting period commenced at 9:00 a.m on Monday 14th February, 2022 and ended at 5:00 p.m. on Tuesday, 15th March, 2022.
5. The e-voting was unblocked on Tuesday, 15th March, 2022 in the presence of two witnesses namely, Sushmita Shaw and Bijal Modi, who are not in the employment of the Company.
6. Based on the reports generated at KFin Portal i.e. [evoting.kfintech.com](http://evoting.kfintech.com), the report of remote e-voting is as under (rounded off to two decimal):



## SPECIAL BUSINESS

**Item No. 1: Special Resolution:**

Re-designation of Mr. Ashish Kumar Gupta (DIN: 07808012) as the Managing Director of the Company.

	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	415	217695135	97.04
Voted against the Resolution	54	6640798	2.96
Abstained	12	15899	0.00

**Item No. 2: Special Resolution:**

Re-designation of Mr. Indrajit Mookerjee (DIN: 01419627) as the Executive Director & Vice Chairman of the Company.

	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	413	217695076	97.04
Voted against the Resolution	56	6640867	2.96
Abstained	12	15899	0.00



**Item No. 3: Special Resolution:**

Appointment of Mr. Partha Sarathi Bhattacharyya (DIN: 00329479) as an Independent Director of the Company.

	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	421	224323973	99.99
Voted against the Resolution	48	11949	0.01
Abstained	12	15905	0.00

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

Place: Kolkata  
Date: 16th March, 2022  
UDIN: F007040C002953500

Thanking You,  
Yours faithfully,

*Geeta Roy*

(Geeta Roy Chowdhury)  
FCS: 7040  
COP: 7741

