

# Texmaco Rail & Engineering Ltd.

Belgharia Works

CIN No.: L29261WB1998PLC087404

GSTIN No. 19AABCT2592E1ZA



26<sup>th</sup> 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 25<sup>th</sup> March, 2021, we are enclosing herewith a copy of the proceedings of the Extra Ordinary General Meeting held on Thursday, 25<sup>th</sup> March, 2021 at 11:30 a.m. through Video Conferencing/ Other Audio Visual Means, pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

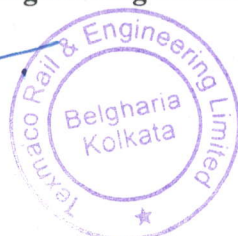
This is for your information and record.

Thanking you,

Yours faithfully,

For **Texmaco Rail & Engineering Limited**

Ravi Varma  
Company Secretary &  
Compliance Officer





**SUMMARY OF THE PROCEEDINGS OF THE EXTRA ORDINARY  
GENERAL MEETING OF TEXMACO RAIL & ENGINEERING LIMITED  
HELD ON THURSDAY, 25<sup>TH</sup> MARCH, 2021**

The Extra Ordinary General Meeting ('EGM') of the Members of Texmaco Rail & Engineering Limited ('the Company') was held on Thursday, 25<sup>th</sup> March, 2021 at 11:30 a.m. (IST) through Video Conference ('VC') / Other Audio Visual Means ('OAVM').

The Meeting was held in compliance with the relevant circulars issued by the Ministry of Corporate Affairs ('MCA') & 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').

Mr. Utsav Parekh, was voted to chair the EGM of the Company.

The Meeting commenced at 11:30 a.m. (IST).

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

The Chairman informed that in view of the ongoing COVID-19 pandemic and considering the social distancing norms, the EGM was conducted through VC / OAVM.

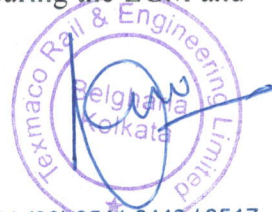
The facility for appointment of proxies by the Members was not applicable as the EGM was held through VC and hence the proxy register was not available for inspection.

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, D. R. Kaarthikeyan, Virendra Sinha, Akshay Poddar, D. H. Kela, A. K. Vijay and Ms. Rusha Mitra, Directors of the Company attended the Meeting.

Mr. Utsav Parekh, Chairman of the Meeting, informed that Mr. Saroj Kumar Poddar, Chairman of the Company and Mr. Sunil Mitra, Director, could not attend the Meeting due to unavoidable circumstances.

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 EGM and briefed the Members regarding the arrangements made for the Meeting.





The Chairman informed that the Company had enabled the Members to participate in the EGM through VC facility provided by KFin Technologies Private Limited ('KFin'), 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 and e-voting during the EGM ('Instapoll') in accordance with the provisions of the Act and the Listing Regulations.

The Chairman deliberated on the Company's overall performance and the urgency of the matters due to which the EGM was called.

The Chairman with the permission of the Members took the Notice read as it was already circulated to the Members.

The Chairman thereafter, requested Mr. Ravi Varma, Company Secretary & Compliance Officer to give a brief of the Resolutions forming part of the Notice. The Company Secretary informed the Members that there were in total 6 (Six) Resolutions proposed to be transacted at the EGM and same were forming part of the Notice of the EGM. 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 EGM Notice dated 1<sup>st</sup> March, 2021 were transacted as follows:

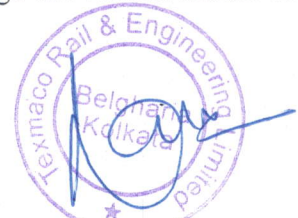
## **SPECIAL BUSINESS**

### **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).

### **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.





**TEXMACO**

**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.

**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 17<sup>th</sup> November, 2020.

**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 17<sup>th</sup> February, 2021.

**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 17<sup>th</sup> February, 2021.

The Chairman thereafter, requested the Members who had pre-registered themselves as speakers to ask their questions or seek clarifications in relation to items of business, which were addressed by the Chairman and Mr. A. K. Vijay, Executive Director of the Company.

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 EGM ('Instapoll'). The Company had appointed Ms. Geeta Roy Chowdhury of M/s S. R. & Associates, Company Secretaries, as Scrutinizer for the EGM. The e-voting module 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, on the website of KFin 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 Ltd. and BSE Limited within 48 hours from the conclusion of the Meeting.

The Meeting concluded at 12:16 p.m. after being open for 15 minutes for e-voting to be completed.

