



TEXMACO

Texmaco Rail & Engineering Ltd.

Belgharia Works

CIN No.: L29261WB1998PLC087404

GSTIN No. 19AABCT2592E1ZA

30th September, 2020

*National Stock Exchange of India Limited
Exchange Plaza
Bandra - Kurla Complex
Bandra (E), Mumbai - 400051
Symbol - TEXRAIL*

*BSE Limited
P. J. Towers,
Dalal Street, Fort
Mumbai - 400001
Scrip Code - 533326*

Dear Sirs,

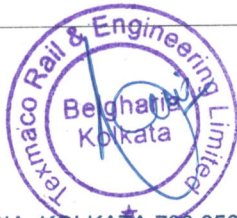
We write to inform you that the Twenty-Second Annual General Meeting ('AGM') of the Members of Texmaco Rail & Engineering Limited ('the Company') was held today at 2:00 p.m. (IST) through Video Conference / Other Audio Visual Means.

The Meeting was held in compliance with the General Circular nos. 14/2020, 17/2020, 20/2020 and 22/2020 issued by the Ministry of Corporate Affairs and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by 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 Members were provided with the facility to exercise their right to vote by electronic means, through remote e-voting (from 26th September, 2020 to 29th September, 2020) and e-voting during the AGM ('Instapoll') in accordance with the provisions of the Act and the Listing Regulations.

The following items as set out in the Notice convening the AGM dated 17th June, 2020 read with the Addendum issued to the said Notice, were transacted:

| S.No | Resolutions Description |
|------|---|
| 1. | Adoption of Audited Financial Statements including the Audited Consolidated Financial Statement of the Company, for the financial year ended 31 st March, 2020 and the Reports of the Board of Directors and the Auditors thereon. |
| 2. | Declaration of Dividend on Equity Shares for the financial year ended 31 st March, 2020. |
| 3. | Re-appointment of Mr. Akshay Poddar, Non-executive Director, who retires by rotation and being eligible, offers himself for re-appointment. |
| 4. | 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 31 st March, 2021. |





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| 5. | Re-appointment of Mr. Saroj Kumar Poddar as the Executive Director and the Chairman of the Company, not liable to retire by rotation, for a period of 5 (five) years with effect from 25 th September, 2020. |
| 6. | Re-designation of Mr. Indrajit Mookerjee as the Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from 2 nd April, 2020. |
| 7. | Item withdrawn as per the Addendum issued to the Notice of the AGM. |
| 8. | Approval to the payment of remuneration in excess of the limits prescribed under the law to the Executive Directors of the Company. |
| 9. | Approval to the waiver of the recovery of commission payable / paid to the Non-executive Directors of the Company for the financial year 2019-20. |
| 10. | Approval to create, offer, issue and allot on a preferential basis, to Zuari Global Limited, Adventz Finance Private Limited and Mr. Saroj Kumar Poddar up to 5,80,00,000 (Five Crore Eighty Lakhs) Equity Shares of face value Re. 1/- (Rupee One) each for a total consideration of up to Rs. 200,00,00,000 (Rupees Two Hundred Crore). |
| 11. | Approval for the renewal of unsecured loan of Rs. 79,00,00,000 (Rupees Seventy Nine Crore) availed from Mr. Saroj Kumar Poddar and Adventz Finance Private Limited including introduction of a right in favour of the Lender in respect of conversion of such loan into Equity Shares pursuant to a rights issue or preferential issue. |

The results of remote e-voting and e-voting during the AGM, on the Resolutions from Item Nos. 1 to 6 and 8 to 11 of the Notice of the AGM read with the Addendum issued to the said Notice, will be forwarded separately on declaration of voting results, in the format prescribed under Regulation 44 of the Listing Regulations.

This is for your information and record.

Thanking you,

Yours faithfully,

For **Texmaco Rail & Engineering Limited**

Ravi Varma
Company Secretary &
Compliance Officer

