



**TEXMACO**

**Texmaco Rail & Engineering Ltd.**

**Belgharia Works**

**CIN No.: L29261WB1998PLC087404**  
**GSTIN No. 19AABCT2592E1ZA**

10<sup>th</sup> September, 2019

*The Listing Department*

*National Stock Exchange of India Ltd*

*Exchange Plaza*

*Bandra - Kurla Complex*

*Bandra (E), Mumbai – 400051*

**Symbol – TEXRAIL**

*The Corporate Relation*

*Department*

*BSE Limited*

*P. J. Towers, Dalal Street Fort,*

*Mumbai – 400001*

**Scrip Code - 533326**

*The Secretary*

*The Calcutta Stock*

*Exchange Ltd*

*7, Lyons Range*

*Kolkata – 700001*

**Scrip Code - 30285**

Dear Sir(s),

We wish to inform you that in terms of the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the summary of proceedings of the 21<sup>st</sup> Annual General Meeting of the Company held on Monday, 9<sup>th</sup> September 2019 at 2:00 P.M. at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata - 700 056.

This is for your record.

Thanking You,

Yours faithfully,

For Texmaco Rail & Engineering Limited

  
Neha Singh  
Compliance Officer



Encl: a/a



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**SUMMARY OF THE PROCEEDINGS OF THE 21<sup>ST</sup> ANNUAL GENERAL MEETING OF TEXMACO RAIL & ENGINEERING LIMITED HELD ON MONDAY 9<sup>TH</sup> SEPTEMBER 2019 AT 2:00 P.M. AT K. K. BIRLA KALA KENDRA, TEXMACO ESTATE, BELGHARIA, KOLKATA – 700 056**

Mr. S. K. Poddar, Chairman, chaired the 21<sup>st</sup> Annual General Meeting (AGM) of the Company.

The Meeting commenced at 2:00 P.M. The Chairman welcomed the Members to the AGM. The Chairman announced that the requisite quorum for the Meeting being present, the Meeting was called to order.

The Chairman informed the Members that Statutory documents / Registers of the Company remained open and accessible for inspection during the Meeting.

Messrs. A. C. Chakrabortti, Sunil Mitra, Akshay Poddar, Sandeep Fuller, D. H. Kela, G. C. Agrawal, A. K. Vijay and Ms. Mridula Jhunjhunwala, Directors of the Company also attended the Meeting.

The Chairman started with an overall view on the Company's performance and outlook for the current year. The Chairman thereafter, briefly covered the items as stated in the AGM Notice dated 8<sup>th</sup> August, 2019 (Notice) and then invited the Members (other than those present in proxy) to express their views, offer suggestions and seek clarifications, if any. Few Shareholders sought clarifications which were satisfactorily replied. The items as per the Notice were transacted as follows:

**ORDINARY BUSINESS**

**Item No. 1: Ordinary Resolution:**

Adoption of Audited Financial Statement including the Audited Consolidated Financial Statement of the Company, the Reports of the Board of Directors and the Auditors Report thereon for the Financial Year ended 31<sup>st</sup> March 2019.

**Item No. 2: Ordinary Resolution:**

Declaration of Dividend on Equity Shares for the Financial Year ended 31<sup>st</sup> March 2019.



**Item No. 3: Ordinary Resolution:**

Approval for re-appointment of Mr. Damodar Hazarimal Kela, Executive Director, who retires by rotation and offers himself for re-appointment.

**Item No. 4: Ordinary Resolution:**

Approval for re-appointment of Mr. Ashok Kumar Vijay, 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 Auditor of the Company for the Financial Year ending 31<sup>st</sup> March 2020.

**Item No. 6: Special Resolution:**

Approval for appointment for Mr. Indrajit Mookerjee as an Independent Director.

**Item No. 7: Special Resolution:**

Approval for re-appointment of Mr. Amal Chandra Chakrabortti as an Independent Director.

**Item No. 8: Special Resolution:**

Approval for re-appointment of Mr. Devarayapuram Ramasamy Kaarthikeyan as an Independent Director.

**Item No. 9: Special Resolution:**

Approval for re-appointment of Mr. Sunil Mitra as an Independent Director.

**Item No. 10: Special Resolution:**

Approval for payment of excess remuneration to the Executive Directors.



**Item No. 11: Special Resolution:**

Approval for an increase in the limit of borrowing powers.

**Item No. 12: Special Resolution:**

Approval for an issue of Debentures/Bonds/FCCBs for an amount not exceeding ₹ 300 Crore.

The Chairman thanked all the Shareholders and informed that as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided remote e-voting facility to the Shareholders to cast their votes to each of the Resolutions proposed in the AGM. The Chairman advised that those Shareholders who had not been able to cast their votes by remote e-voting, may avail the facility of e-voting (Insta Poll) provided at the AGM venue.

The Chairman announced that the combined Results of remote e-voting and Insta Poll would be 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, BSE Limited and The Calcutta Stock Exchange Limited.

The Meeting concluded at 3:45 P.M. with a vote of thanks to the chair.

