

29th September, 2023

To
BSE Limited
Listing Dept. / Dept. of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

Scrip Code: 526638

Dear Sir/ Madam,

Sub: Submission of Voting Results and Scrutinizers Report of the 34th Annual General Meeting of the Company

We would like to inform you that the 34th Annual General Meeting (AGM) of the Company was held on Friday, 29th September, 2023 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

In this regard, please find enclosed herewith:

- i. Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ii. Scrutinizers Report of the 34th AGM as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.

Kindly take the same on your record.

Thanking you,

Yours faithfully,
For Texel Industries Limited

Dhruvi Patel
Company Secretary & Compliance Officer

Encl: As above

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Voting results	
Record date	22-09-2023
Total number of shareholders on record date	6534
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	14
b) Public	23
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	Add Notes

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				a. Adoption of Audited Standalone Financial Statements of the Company for the financial year ended 31.03.2023 and the Reports of the Board of Directors and Auditors thereon; and b. Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31.03.2023 and the Report of the Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		2744655	78.7215	2744655	0	100.0000	0.0000
	Poll	3486540	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3486540	2744655	78.7215	2744655	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		326661	6.7309	326661	0	100.0000	0.0000
	Poll	4853149	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4853149	326661	6.7309	326661	0	100.0000	0.0000
Total		8339689	3071316	36.8277	3071316	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of a Director in place of Mr. Shailesh Ramniklal Mehta (DIN: 01457666), who retires by rotation and, being eligible, offers himself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		741838	21.2772	741838	0	100.0000	0.0000
	Poll	3486540	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3486540	741838	21.2772	741838	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		326661	6.7309	326661	0	100.0000	0.0000
	Poll	4853149	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4853149	326661	6.7309	326661	0	100.0000	0.0000
Total		8339689	1068499	12.8122	1068499	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Alteration of Object Clause of the Memorandum of Association of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		2744655	78.7215	2744655	0	100.0000	0.0000
	Poll	3486540	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3486540	2744655	78.7215	2744655	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		326661	6.7309	326661	0	100.0000	0.0000
	Poll	4853149	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4853149	326661	6.7309	326661	0	100.0000	0.0000
Total		8339689	3071316	36.8277	3071316	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Shifting of Registered Office of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		2744655	78.7215	2744655	0	100.0000	0.0000
	Poll	3486540	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3486540	2744655	78.7215	2744655	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		326661	6.7309	326661	0	100.0000	0.0000
	Poll	4853149	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4853149	326661	6.7309	326661	0	100.0000	0.0000
Total		8339689	3071316	36.8277	3071316	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



**Form No. MGT-13
Report of Scrutinizer**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time]

To,
Mr. Kirit Mehta, Chairman
34th Annual General Meeting (AGM) of the Equity Shareholders of
Texel Industries Limited,
held on 29th September, 2023 at 11:40 a.m.
through Video Conferencing/ Other Audio Visual Means (VC/OAVM)

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote E-voting and E-voting during 34th AGM of Texel Industries Limited (the 'Company')

I, D. A. Rupawala, Proprietor of M/s. D.A. Rupawala & Associates, Chartered Accountants, have been appointed as Scrutinizer by the Board of Directors of M/s. Texel Industries Limited (the Company), pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, to scrutinize the remote e-voting process and e-voting process at the 34th Annual General Meeting of M/s. Texel Industries Limited held on Friday, 29th September, 2023 at 11:40 a.m. through VC/ OAVM. I submit my report as under:

- (i) The Company has provided remote e-voting facility as well as e-voting facility during the AGM offered by Central Depository Services (India) Limited (CDSL) for casting the votes electronically by the shareholders of the Company.
- (ii) The shareholders of the Company holding shares as on the "cut-off" date i.e. on Friday, 22nd September, 2023 were entitled to vote on the resolutions as set out in the Notice of the 34th AGM.
- (iii) The voting period for remote e-voting commenced from Monday, 25th September, 2023 at 10:00 a.m. and concluded on Thursday, 28th September, 2023 at 5:00 p.m. and thereafter the CDSL remote e-voting platform was blocked.

UDIN: 23037674BGUHL7920





- (iv) The Company has provided e-voting facility to the members who attended the AGM through VC / OAVM and had not voted on resolutions through remote e-voting, to cast their vote during the AGM.
- (v) After the completion of the e-voting process at the AGM, the votes cast through e-voting at the AGM and through remote e-voting facility were unblocked and downloaded from the e-voting website of CDSL (<https://www.evotingindia.com>) in the presence of two witnesses, who are not in the employment of the Company.
- (vi) I have scrutinized and reviewed the remote e-voting and e-voting during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system.

The management of the Company is responsible to ensure the compliance with the requirements of the Act, Rules, circulars issued from time to time relating to voting through electronic voting system on the resolutions as set out in the Notice of the 34th AGM of the Members of Company. My responsibility as a Scrutinizer for the remote e-voting and e-voting during the AGM is restricted in making the Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" on the resolutions stated in the Notice, based on the reports generated from the e-voting system of CDSL, the authorized agency engaged by the Company.

The Consolidated report of remote e-voting as well as e-voting during the AGM is as under:

➤ **ORDINARY BUSINESS:**

I. Resolution No. 1:- As an Ordinary Resolution

- (a) Adoption of Audited Standalone Financial Statements of the Company for the financial year ended 31.03.2023 and the Reports of the Board of Directors and Auditors thereon; and
- (b) Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31.03.2023 and the Report of the Auditors thereon.

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members who voted through	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	32	30,71,316	100
E-voting at the AGM	0	0	0
Total :	32	30,71,316	100

UDIN: 23037674BGUHL7920





(ii) Voted against the resolution:

Mode of voting	Number of members who voted through	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
E-voting at the AGM	0	0	0
Total :	0	0	0

(iii) Invalid votes

Mode of voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
E-voting at the AGM	0	0
Total :	0	0

II. Resolution No. 2:- As an Ordinary Resolution

Appointment of a Director in place of Mr. Shailesh Ramniklal Mehta (DIN: 01457666), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Mode of voting	Number of members who voted through	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	31	10,68,499	100
E-voting at the AGM	0	0	0
Total :	31	10,68,499	100

(ii) Voted against the resolution:

Mode of voting	Number of members who voted through	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
E-voting at the AGM	0	0	0
Total :	0	0	0

UDIN: 23037674BGUHLDD7920





(iii) Invalid votes

Mode of voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
E-voting at the AGM	0	0
Total :	0	0

> **SPECIAL BUSINESS:**

III. **Resolution No. 3:-** As a Special Resolution

Alteration of Object Clause of the Memorandum of Association of the Company:

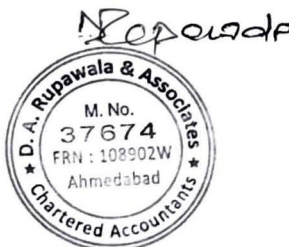
(i) Voted in **favour** of the resolution:

Mode of voting	Number of members who voted through	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	32	30,71,316	100
E-voting at the AGM	0	0	0
Total :	32	30,71,316	100

(ii) Voted **against** the resolution:

Mode of voting	Number of members who voted through	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
E-voting at the AGM	0	0	0
Total :	0	0	0

UDIN: 23037674BGUHL7920





(iii) Invalid votes

Mode of voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
E-voting at the AGM	0	0
Total :	0	0

IV. Resolution No. 4:- As a Special Resolution

Shifting of Registered Office of the Company:

(i) Voted in **favour** of the resolution:

Mode of voting	Number of members who voted through	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	32	30,71,316	100
E-voting at the AGM	0	0	0
Total :	32	30,71,316	100

(ii) Voted **against** the resolution:

Mode of voting	Number of members who voted through	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
E-voting at the AGM	0	0	0
Total :	0	0	0

UDIN: 23037674BGUHL7920





(iii) Invalid votes

Mode of voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
E-voting at the AGM	0	0
Total :	0	0

All the relevant records relating to remote e-voting and e-voting during the AGM will remain in our safe custody until the Chairman approves and signs the minutes of the 34th Annual General Meeting and the same shall thereafter be handed over to the Company Secretary.

Thanking you,
Yours faithfully,

D.A. Rupawala
Proprietor of
D.A Rupawala & Associates,
Chartered Accountants
Membership No. 037674
Scrutinizer



Counter Signed

Dhruvi Patel
Company Secretary & Compliance Officer
(Duly authorized by the Chairman of the
Company)

CS HUSSAIN BOOTWALA

Witness

Mustafa Dahodwala

Witness

Date : 29th September, 2023

Place: Ahmedabad

UDIN: 23037674BGUHL7920