



**TEXMACO**

**Texmaco Rail & Engineering Ltd.**

**Belgharia Works**

**CIN No.: L29261WB1998PLC087404**

**GSTIN No. 19AABCT2592E1ZA**

1<sup>st</sup> October, 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,

In continuation to our letter dated 30<sup>th</sup> September, 2020 we write to inform you that in terms of the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Company had provided the facility of remote e-voting and e-voting during the Annual General Meeting ('AGM') held on Wednesday, 30<sup>th</sup> September, 2020 at 2:00 p.m. (IST) to its Members.

We would further like to inform that all the Resolutions stated in the Notice of the AGM dated 17<sup>th</sup> June, 2020 read with the Addendum issued to the said Notice, which were put to vote at the Twenty-Second AGM of the Company, have been duly approved by the Members with requisite majority.

Pursuant to the Listing Regulations, we are enclosing herewith the details of the combined voting results in respect of the aforesaid Resolutions in the prescribed format as Annexure I and the Scrutiniser's Report as Annexure II, alongwith a copy of the proceedings of the AGM as Annexure III.

Thanking you,

Yours faithfully,

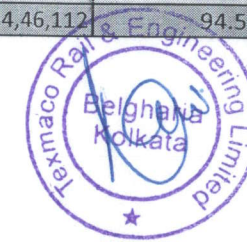
**For Texmaco Rail & Engineering Limited**

Ravi Varma  
Company Secretary &  
Compliance Officer



Date of the AGM/EGM	TEXMACO RAIL & ENGINEERING LIMITED
Total number of shareholders on record date	30-09-2020
No. of shareholders present in the meeting either in person or through proxy:	82198
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	26
Public:	85

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Financial Statements including the Audited Consolidated Financial Statement of the Company, for the financial year ended 31st March 2020 and the Reports of the Board of Directors and the Auditors thereon.							
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	11,59,27,010	11,59,27,010	100.0000	11,59,27,010	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		11,59,27,010	100.0000	11,59,27,010	0	100.0000	0.0000
Public- Institutions	E-Voting	3,44,53,666	3,32,40,302	96.4783	2,47,95,222	84,45,080	74.5938	25.4061
	Poll		9,14,902	2.6555	9,14,902	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,41,55,204	99.1338	2,57,10,124	84,45,080	75.2744	24.7256
Public- Non Institutions	E-Voting	7,44,78,706	5,56,166	0.7467	5,55,134	1,032	99.8144	0.1855
	Poll		44,93,539	6.0333	44,93,539	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		50,49,705	6.78	50,48,673	1,032	99.9796	0.0204
Total		22,48,59,382	15,51,31,919	68.9906	14,66,85,807	84,46,112	94.5555	5.4445



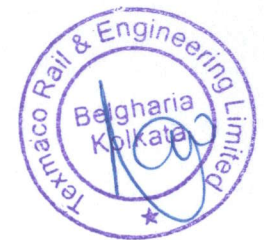
Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Dividend on Equity Shares for the financial year ended 31st March 2020.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	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	11,59,27,010	11,59,27,010	100.0000	11,59,27,010	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		11,59,27,010	100.0000	11,59,27,010	0	100.0000	0.0000
Public- Institutions	E-Voting	3,44,53,666	3,32,40,302	96.4783	2,47,95,222	84,45,080	74.5938	25.4061
	Poll		9,14,902	2.6555	9,14,902	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,41,55,204	99.1338	2,57,10,124	84,45,080	75.2744	24.7256
Public- Non Institutions	E-Voting	7,44,78,706	5,56,166	0.7467	5,55,947	219	99.9606	0.0393
	Poll		44,93,539	6.0333	44,93,539	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		50,49,705	6.78	50,49,486	219	99.9957	0.0043
Total		22,48,59,382	15,51,31,919	68.9906	14,66,86,620	84,45,299	94.5561	5.4439



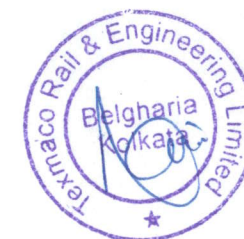
Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Akshay Poddar, Non-executive Director, who retires by rotation and being eligible, offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes. Mr. S. K. Poddar and Mr. Akshay Poddar alongwith their relatives are interested upto the extent of their shareholding and have not casted their votes.							
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	11,59,27,010	10,37,25,760	89.4751	10,37,25,760	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		10,37,25,760	89.4751	10,37,25,760	0	100.0000	0.0000
Public- Institutions	E-Voting	3,44,53,666	3,32,40,302	96.4783	2,43,79,080	88,61,222	73.3419	26.6580
	Poll		9,14,902	2.6555	0	9,14,902	0.0000	100.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,41,55,204	99.1338	2,43,79,080	97,76,124	71.3774	28.6226
Public- Non Institutions	E-Voting	7,44,78,706	5,56,166	0.7467	5,53,905	2,261	99.5934	0.4065
	Poll		44,93,539	6.0333	44,93,539	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		50,49,705	6.78	50,47,444	2,261	99.9552	0.0448
Total		22,48,59,382	14,29,30,669	63.5645	13,31,52,284	97,78,385	93.1587	6.8413



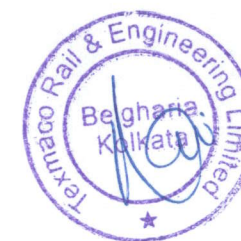
Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration to be paid to Messrs DGM Associates, Cost Accountants of the Company for conducting Audit of Cost Records, for the financial year ending 31st March 2021.							
Whether promoter/ promoter group are 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	11,59,27,010	11,59,27,010	100.0000	11,59,27,010	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		11,59,27,010	100.0000	11,59,27,010	0	100.0000	0.0000
Public- Institutions	E-Voting	3,44,53,666	3,32,40,302	96.4783	2,47,95,222	84,45,080	74.5938	25.4061
	Poll		9,14,902	2.6555	9,14,902	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,41,55,204	99.1338	2,57,10,124	84,45,080	75.2744	24.7256
Public- Non Institutions	E-Voting	7,44,78,706	5,56,166	0.7467	5,53,790	2,376	99.5727	0.4272
	Poll		44,93,539	6.0333	44,93,539	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		50,49,705	6.78	50,47,329	2,376	99.9529	0.0471
Total		22,48,59,382	15,51,31,919	68.9906	14,66,84,463	84,47,456	94.5547	5.4453



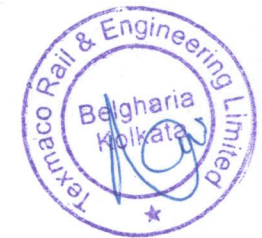
Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Saroj Kumar Poddar as the Executive Director and the Chairman of the Company, not liable to retire by rotation, for a period of 5 five years with effect from 25th September 2020.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes. Mr. S. K. Poddar and Mr. Akshay Poddar alongwith their relatives are interested upto the extent of their shareholding and have not casted their votes.							
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	11,59,27,010	10,37,25,760	89.4751	10,37,25,760	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		10,37,25,760	89.4751	10,37,25,760	0	100.0000	0.0000
Public- Institutions	E-Voting	3,44,53,666	3,32,40,302	96.4783	2,47,95,222	84,45,080	74.5938	25.4061
	Poll		9,14,902	2.6555	0	9,14,902	0.0000	100.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,41,55,204	99.1338	2,47,95,222	93,59,982	72.5957	27.4043
Public- Non Institutions	E-Voting	7,44,78,706	5,56,166	0.7467	5,53,755	2,411	99.5664	0.4335
	Poll		44,93,539	6.0333	44,93,539	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		50,49,705	6.78	50,47,294	2,411	99.9523	0.0477
Total		22,48,59,382	14,29,30,669	63.5645	13,35,68,276	93,62,393	93.4497	6.5503



Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - 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 2nd April 2020.							
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	11,59,27,010	11,59,27,010	100.0000	11,59,27,010	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
	<b>Total</b>		<b>11,59,27,010</b>	<b>100.0000</b>	<b>11,59,27,010</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	3,44,53,666	3,32,40,302	96.4783	2,47,95,222	84,45,080	74.5938	25.4061
	Poll		9,14,902	2.6555	9,14,902	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3,41,55,204</b>	<b>99.1338</b>	<b>2,57,10,124</b>	<b>84,45,080</b>	<b>75.2744</b>	<b>24.7256</b>
Public- Non Institutions	E-Voting	7,44,78,706	5,56,082	0.7466	5,53,401	2,681	99.5178	0.4821
	Poll		44,93,539	6.0333	44,93,539	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>50,49,621</b>	<b>6.7799</b>	<b>50,46,940</b>	<b>2,681</b>	<b>99.9469</b>	<b>0.0531</b>
<b>Total</b>		<b>22,48,59,382</b>	<b>15,51,31,835</b>	<b>68.9906</b>	<b>14,66,84,074</b>	<b>84,47,761</b>	<b>94.5545</b>	<b>5.4455</b>



Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - Item withdrawn as per the Addendum issued to the Notice of the AGM							
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	0	0	0.0000	0	0	0.0000	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		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	0	0	0.0000	0	0	0.0000	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		0	0	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	0	0	0.0000	0	0	0.0000	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		0	0	0	0	0.0000	0.0000
Total		0	0	0.0000	0	0	0.0000	0.0000

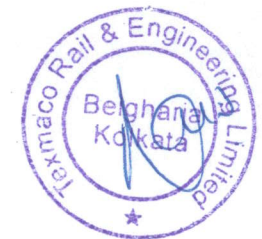




Resolution No.	8							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval to the payment of remuneration in excess of the limits prescribed under the law to the Executive Directors of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes. Mr. S. K. Poddar and Mr. Akshay Poddar alongwith their relatives are interested upto the extent of their shareholding and have not casted their votes.							
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	11,59,27,010	10,37,25,760	89.4751	10,37,25,760	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		10,37,25,760	89.4751	10,37,25,760	0	100.0000	0.0000
Public- Institutions	E-Voting	3,44,53,666	3,32,40,302	96.4783	1,80,30,175	1,52,10,127	54.2419	45.7580
	Poll		9,14,902	2.6555	0	9,14,902	0.0000	100.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,41,55,204	99.1338	1,80,30,175	1,61,25,029	52.7890	47.2110
Public- Non Institutions	E-Voting	7,44,78,706	5,56,166	0.7467	5,52,962	3,204	99.4239	0.5760
	Poll		44,93,539	6.0333	44,91,221	2,318	99.9484	0.0515
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		50,49,705	6.78	50,44,183	5,522	99.8906	0.1094
Total		22,48,59,382	14,29,30,669	63.5645	12,68,00,118	1,61,30,551	88.7144	11.2856



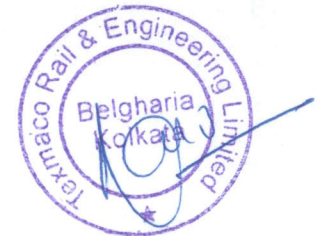
Resolution No.	9							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval to the waiver of the recovery of commission payable / paid to the Non-executive Directors of the Company for the financial year 2019-20.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes. Mr. S. K. Poddar and Mr. Akshay Poddar alongwith their relatives are interested upto the extent of their shareholding and have not casted their votes.							
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	11,59,27,010	10,37,25,760	89.4751	10,37,25,760	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		10,37,25,760	89.4751	10,37,25,760	0	100.0000	0.0000
Public- Institutions	E-Voting	3,44,53,666	3,32,40,302	96.4783	2,47,95,222	84,45,080	74.5938	25.4061
	Poll		9,14,902	2.6555	0	9,14,902	0.0000	100.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,41,55,204	99.1338	2,47,95,222	93,59,982	72.5957	27.4043
Public- Non Institutions	E-Voting	7,44,78,706	5,56,066	0.7466	5,53,362	2,704	99.5137	0.4862
	Poll		44,93,539	6.0333	44,91,221	2,318	99.9484	0.0515
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		50,49,605	6.7799	50,44,583	5,022	99.9005	0.0995
Total		22,48,59,382	14,29,30,569	63.5644	13,35,65,565	93,65,004	93.4479	6.5521



Resolution No.	10							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval to create, offer, issue and allot on a preferential basis, to Zuari Global Limited, Adventz Finance Private Limited and Mr. Saroj Kumar Poddar upto 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)							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes. Zuari Global Limited, Adventz Finance Private Limited, Mr. S. K. Poddar and Mr. Akshay Poddar alongwith their relatives are interested upto the extent of their shareholding and have not casted their votes.							
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	11,59,27,010	9,12,13,360	78.6817	9,12,13,360	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		9,12,13,360	78.6817	9,12,13,360	0	100.0000	0.0000
Public- Institutions	E-Voting	3,44,53,666	3,32,40,302	96.4783	77,10,073	2,55,30,229	23.1949	76.8050
	Poll		9,14,902	2.6555	9,14,902	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,41,55,204	99.1338	86,24,975	2,55,30,229	25.2523	74.7477
Public- Non Institutions	E-Voting	7,44,78,706	5,57,126	0.7480	5,51,622	5,504	99.0120	0.9879
	Poll		44,93,539	6.0333	44,91,221	2,318	99.9484	0.0515
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		50,50,665	6.7813	50,42,843	7,822	99.8451	0.1549
Total		22,48,59,382	13,04,19,229	58.0004	10,48,81,178	2,55,38,051	80.4185	19.5815



Resolution No.	11							
Resolution required: (Ordinary/ Special)	SPECIAL - 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.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes. Adventz Finance Private Limited, Mr. S. K. Poddar and Mr. Akshay Poddar alongwith their relatives are interested upto the extent of their shareholding and have not casted their votes.							
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	11,59,27,010	9,52,48,360	82.1624	9,52,48,360	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		9,52,48,360	82.1624	9,52,48,360	0	100.0000	0.0000
Public- Institutions	E-Voting	3,44,53,666	3,32,40,302	96.4783	9,45,026	3,22,95,276	2.8430	97.1569
	Poll		9,14,902	2.6555	0	9,14,902	0.0000	100.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		3,41,55,204	99.1338	9,45,026	3,32,10,178	2.7669	97.2331
Public- Non Institutions	E-Voting	7,44,78,706	5,57,166	0.7481	5,52,637	4,529	99.1871	0.8128
	Poll		44,93,539	6.0333	44,93,539	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		50,50,705	6.7814	50,46,176	4,529	99.9103	0.0897
Total		22,48,59,382	13,44,54,269	59.7948	10,12,39,562	3,32,14,707	75.2967	24.7033



## Annexure II

## 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

E-voting (remote e-voting and Instapoll) at the Twenty-Second Annual General Meeting of the Equity Shareholders of Texmaco Rail & Engineering Limited held on Wednesday, 30th September, 2020 at 2:00 pm through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')

Dear Sir,

I, Geeta Roy Chowdhury, appointed as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting during the AGM (Instapoll) of the Twenty-Second Annual General Meeting of Texmaco Rail & Engineering Limited held on Wednesday, 30th September, 2020 at 2:00 p.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), submit my consolidated report as under:

1. The e-voting services were provided by M/s. KFin Technologies Private Limited (KFin).
2. The Company has completed the despatch of Notices on 6th September, 2020 through email in compliance with 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. Further, Addendum to the Notice was sent to the Shareholders on 8th September, 2020.
3. Voting rights were reckoned on the Shares registered in the name of Members as on Thursday, 24<sup>th</sup> September, 2020.
4. The remote e-voting period commenced at 9.00 AM on Saturday, 26th September, 2020 and ended at 5.00 PM on Tuesday, 29th September, 2020.
5. The Company also provided the facility of Instapoll, i.e., e-voting during the Annual General Meeting though the VC platform.
6. The e-voting was unblocked on Wednesday 30<sup>th</sup> September, 2020 in the presence of two witnesses namely, Sweta Jain and Manisha Asnani, who are not in the employment of the Company.
7. Based on the reports generated at Karvy Portal i.e. [evoting.karvy.com](http://evoting.karvy.com), the consolidated report of remote e-voting and Insta Poll is as under (rounded off to two decimal):



## ORDINARY BUSINESS

Item No. 1: Ordinary Resolution:

Adoption of Audited Financial Statements including the Audited Consolidated Financial Statement of the Company, for the financial year ended 31st March 2020 and the Reports of the Board of Directors and the Auditors thereon.

	Remote e- voting		Voting during the AGM through VC (Insta Poll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	173	141277366	18	5408441	191	146685807	94.56
Voted against the Resolution	14	8446112	0	0	14	8446112	5.44
Abstained	2	1100	0	0	2	1100	0.00

Item No. 2: Ordinary Resolution:

Declaration of dividend on Equity Shares for the financial year ended 31st March 2020.

	Remote e- voting		Voting during the AGM through VC (Insta Poll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	174	141278179	18	5408441	192	146686620	94.56
Voted against the Resolution	12	8445299	0	0	12	8445299	5.44
Abstained	2	1100	0	0	2	1100	0.00



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

Re-appointment of Mr. Akshay Poddar, Non-executive Director, who retires by rotation and being eligible, offers himself for re-appointment

	Remote e- voting		Voting during the AGM through VC (Insta Poll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	152	128658745	17	4493539	169	133152284	93.16
Voted against the Resolution	19	8863483	1	914902	20	9778385	6.84
Abstained	17	12202350	0	0	17	12202350	0.00

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

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 31st March 2021.

	Remote e- voting		Voting during the AGM through VC (Insta Poll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	169	141276022	18	5408441	187	146684463	94.55
Voted against the Resolution	17	8447456	0	0	17	8447456	5.45
Abstained	2	1100	0	0	2	1100	0.00



## SPECIAL BUSINESS

Item No. 5: Special Resolution:

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 25th September 2020.

	Remote e- voting		Voting during the AGM through VC (Insta Poll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	153	129074737	17	4493539	170	133568276	93.45
Voted against the Resolution	18	8447491	1	914902	19	9362393	6.55
Abstained	17	12202350	0	0	17	12202350	0.00

Item No. 6: Special Resolution:

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 2nd April 2020.

	Remote e- voting		Voting during the AGM through VC (Insta Poll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	165	141275633	18	5408441	183	146684074	94.55
Voted against the Resolution	20	8447761	0	0	20	8447761	5.45
Abstained	3	1184	0	0	3	1184	0.00





Item No. 7:

Item withdrawn as per the Addendum issued to the Notice of the AGM

	Remote e- voting		Voting during the AGM through VC (Insta Poll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	0	0	0	0	0	0	0.00
Voted against the Resolution	0	0	0	0	0	0	0.00
Abstained	0	0	0	0	0	0	0.00

Item No. 8: Special Resolution:

Approval to the payment of remuneration in excess of the limits prescribed under the law to the Executive Directors of the Company.

	Remote e- voting		Voting during the AGM through VC (Insta Poll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	147	122308897	16	4491221	163	126800118	88.71
Voted against the Resolution	24	15213331	2	917220	26	16130551	11.29
Abstained	17	12202350	0	0	17	12202350	0.00



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

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.

	Remote e- voting		Voting during the AGM through VC (Insta Poll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	148	129074344	16	4491221	164	133565565	93.45
Voted against the Resolution	22	8447784	2	917220	24	9365004	6.55
Abstained	18	12202450	0	0	18	12202450	0.00

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

Approval to create, offer, issue and allot on a preferential basis, to Zuari Global Limited, Adventz Finance Private Limited and Mr. Saroj Kumar Poddar upto 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)

	Remote e- voting		Voting during the AGM through VC (Insta Poll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	141	99475055	17	5406123	158	104881178	80.42
Voted against the Resolution	28	25535733	1	2318	29	25538051	19.58
Abstained	19	24713790	0	0	19	24713790	0.00



Item No. 11: Special Resolution:

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.

	Remote e- voting		Voting during the AGM through VC (Insta Poll)		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	142	96746023	17	4493539	159	101239562	75.30
Voted against the Resolution	29	32299805	1	914902	30	33214707	24.70
Abstained	17	20678750	0	0	17	20678750	0.00

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

Place: Kolkata  
Date: 1st October, 2020  
UDIN :- F007040B000836473



Thanking You,  
Yours faithfully

*Gesta Roy Chowdhury*  
(Gesta Roy Chowdhury)  
FCS: 7040



**TEXMACO**

**Texmaco Rail & Engineering Ltd.**

**Belgharia Works**

**CIN No.: L29261WB1998PLC087404**

**GSTIN No. 19AABCT2592E1ZA**

**Annexure III**

**SUMMARY OF THE PROCEEDINGS OF THE TWENTY SECOND ANNUAL GENERAL MEETING OF TEXMACO RAIL & ENGINEERING LIMITED HELD ON 30<sup>TH</sup> SEPTEMBER, 2020**

The Twenty-Second Annual General Meeting ('AGM') of the Members of Texmaco Rail & Engineering Limited ('the Company') was held on Wednesday, 30<sup>th</sup> September, 2020 at 2:00 p.m. (IST) through Video Conference ('VC') / Other Audio Visual Means ('OAVM').

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 ('MCA') 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').

Mr. S. K. Poddar, Chairman, chaired the AGM of the Company.

The Meeting commenced at 2:00 p.m. (IST).

The Chairman welcomed the Members to the AGM. The Chairman 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 restrictions due to outbreak of COVID-19 and considering the social distancing norms, the AGM was conducted through VC / OAVM.

The Chairman further informed the Members that the Statutory Registers and documents of the Company were available for inspection electronically. The facility for appointment of proxies by the Members was not applicable as the AGM 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 C Chakrabortti, D. R. Kaarthikeyan, Sunil Mitra, Utsav Parekh, Akshay Poddar, D. H. Kela, A. K. Vijay and Ms. Mridula Jhunjunwala, Directors of the Company attended the Meeting.

The Statutory, Secretarial and Cost Auditors were also present during the Meeting.

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 AGM.





**TEXMACO**

**Texmaco Rail & Engineering Ltd.**

**Belgharia Works**

**CIN No.: L29261WB1998PLC087404**

**GSTIN No. 19AABCT2592E1ZA**

The Chairman briefed the Members regarding the arrangements made for the Meeting. The Chairman informed that the Company had enabled the Members to participate in the AGM through the VC facility provided by KFin Technologies Private Limited, 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 AGM ('Instapoll') in accordance with the provisions of the Act and the Listing Regulations.

The Chairman deliberated on the Company's overall performance during the financial year 2019-20 and also mentioned about future outlooks of the Company. The Chairman briefly covered the impact of COVID-19 pandemic on the Indian economy and the challenges and opportunities for the Company in upcoming years.

The Chairman informed the Members that the Notice convening the AGM & the Addendum issued to the said Notice, Financial Statements and the Reports of the Board of Directors & the Auditors thereon for the financial year ended 31<sup>st</sup> March, 2020 were taken as read as the same had already been circulated to the Members. As there were no qualifications in the Report of the Auditors, it was not required to be read.

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 10 (Ten) Resolutions proposed to be transacted at the AGM and same were forming part of the Notice of the AGM read with the Addendum issued to the said Notice. 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 AGM Notice dated 17<sup>th</sup> June, 2020 read with the Addendum to the said Notice were transacted as follows:





**TEXMACO**

**Texmaco Rail & Engineering Ltd.**

**Belgharia Works**

**CIN No.: L29261WB1998PLC087404**

**GSTIN No. 19AABCT2592E1ZA**

## **ORDINARY BUSINESS**

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

Adoption of Audited Financial Statements including the Audited Consolidated Financial Statement of the Company, for the financial year ended 31<sup>st</sup> March, 2020 and the Reports of the Board of Directors and the Auditors thereon.

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

Declaration of Dividend on Equity Shares for the Financial Year ended 31<sup>st</sup> March, 2020.

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

Re-appointment of Mr. Akshay Poddar, Non-executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

## **SPECIAL BUSINESS**

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

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<sup>st</sup> March 2021.

### **Item No. 5: Special Resolution:**

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<sup>th</sup> September, 2020.

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

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<sup>nd</sup> April, 2020.





**TEXMACO**

**Texmaco Rail & Engineering Ltd.**

**Belgharia Works**

**CIN No.: L29261WB1998PLC087404**

**GSTIN No. 19AABCT2592E1ZA**

**Item No. 7:**

Item withdrawn as per the Addendum issued to the Notice of the AGM.

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

Approval to the payment of remuneration in excess of the limits prescribed under the law to the Executive Directors of the Company.

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

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.

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

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)

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

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 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.

The Chairman informed the Members that Shri Ramesh Maheshwari, Corporate Advisor who is widely acknowledged for his business acumen & commendable leadership, has expressed his desire to retire from the services of the Company after a long tenure of nearly 6 decades w.e.f. close of business on 30th September, 2020. The Board of Directors duly recognized his contributions, accomplishments, leadership abilities and standing in the Industry, and respecting his wish, more so in the present prevalent situation of COVID-19 pandemic has accepted his request for retirement with a heavy heart.





**TEXMACO**

**Texmaco Rail & Engineering Ltd.**

**Belgharia Works**

**CIN No.: L29261WB1998PLC087404**

**GSTIN No. 19AABCT2592E1ZA**

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 AGM ('Instapoll'). The Company had appointed Ms. Geeta Roy Chowdhury of M/s S. R. & Associates, Company Secretaries, as Scrutinizer for the AGM. The e-voting module was kept open for 15 minutes.

The Chairman thereafter, announced that combined Results of remote e-voting and e-voting during the AGM ('Instapoll') would be made 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 and BSE Limited within 48 hours from the conclusion of the Meeting.

The Meeting concluded at 3:17 p.m. after being open for 15 minutes for e-voting to be completed.

