



Texmaco Rail & Engineering Ltd.

Belgharia Works

CIN L29261WB1998PLC087404

23rd June, 2022

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,

We refer our letter dated 23rd May, 2022 enclosing the Postal Ballot Notice dated 20th May, 2022 seeking approval of the Members of the Company through postal ballot by electronic means ('remote e-voting') in relation to the Resolution stated in the Notice. We now write to inform you that the Resolution has been duly approved by the Members of the Company with requisite majority.

The Resolution passed by the Members through postal ballot is deemed to have been passed as if it has been passed at a duly convened general meeting of the Members.

In accordance with the provisions of the Companies Act, 2013 read with the relevant circulars issued by the Ministry of Corporate Affairs & Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and in view of the circumstances arising due to ongoing COVID-19 pandemic, the Company has extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form and accordingly no postal ballot forms were sent to the Members. The remote e-voting commenced at 9:00 a.m. on Tuesday, 24th May, 2022 and ended at 5:00 p.m. on Wednesday, 22nd June, 2022.

Pursuant to the Listing Regulations, we are enclosing herewith the details of the results in respect of the Resolution as stated in the said Notice in the prescribed format, as Annexure I and the Report of Scrutinizer as Annexure II.

This is for your information and record.

Thanking you,

Yours faithfully,

For **Texmaco Rail & Engineering Limited**

Ravi Varma
Company Secretary &
Compliance Officer



Company Name		TEXMACO RAIL & ENGINEERING LIMITED						
Date of the AGM/EGM		Not Applicable (Postal Ballot)						
Total number of shareholders on record date		102926						
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:		Not Applicable						
Public:		Not Applicable						
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:		Not Applicable						
Public:		Not Applicable						
Resolution required: (Ordinary/ Special)		SPECIAL - Appointment of Mr. Amitabha Guha (DIN: 02836707) as an Independent Director of the Company.						
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	187822142	187822142	100	187822142	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		187822142	187822142	100	187822142	0	100
Public- Institutions	E-Voting	29781506	28796359	96.6921	28796359	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		29781506	28796359	96.6921	28796359	0	100
Public- Non Institutions	E-Voting	104266247	506643	0.4859	430321	76322	84.9357	15.0642
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		104266247	506643	0.4859	430321	76322	84.9357
Total		321869895	217125144	67.4574	217048822	76322	99.9648	0.0352



Report of Scrutinizer

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 20 (4) (xii) & 21 (2) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Texmaco Rail & Engineering Limited
Belgharia,
Kolkata - 700056

Dear Sir,

I, Geeta Roy Chowdhury, appointed as the Scrutinizer by the Board of Directors of Texmaco Rail & Engineering Limited to conduct the Postal Ballot and for the purpose of scrutinizing the process of remote e-voting which commenced from 9:00 a.m. on Tuesday, 24th May, 2022 and ended at 5:00 p.m. on Wednesday, 22nd June, 2022 for the item as stated in the Postal Ballot Notice ('Notice') dated 20th May, 2022, submit my report as under:

1. The e-voting services were provided by M/s. KFin Technologies Limited ('KFin') [Formerly known as 'M/s. KFin Technologies Private Limited'].
2. The Company has completed the dispatch of Notice to its Members on 23rd May, 2022 through email, in compliance with the provisions of the Companies Act, 2013 ('Act') read with relevant circulars issued by the Ministry of Corporate Affairs ('MCA'). Further, in accordance with the provisions of the Act read with the relevant circulars issued by the MCA & the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and in view of the circumstances arising due to ongoing COVID-19 pandemic, the Company has extended only the remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form and accordingly, no postal ballot forms were sent to the Members.
3. The Company had published an advertisement on 24th May, 2022 in newspapers namely, Financial Express and Aajkaal, informing the shareholders the details relating to the Notice including the completion of dispatch of the Notice, in compliance with the applicable provisions of the Act read with the relevant circulars issued by the MCA and the Listing Regulations.
4. Voting rights were reckoned on the shares registered in the name of Members, as on Friday, 20th May, 2022 (i.e. the cut-off date).
5. The remote e-voting period commenced at 9:00 a.m. on Tuesday, 24th May, 2022 and ended at 5:00 p.m. on Wednesday, 22nd June, 2022. The e-voting module was blocked thereafter.
6. After the conclusion of remote e-voting, the votes cast by the Members through e-voting facility was unblocked on Wednesday, 22nd June, 2022 in the presence of two witnesses namely Sushmita Shaw and Bijal Modi, who are not in the employment of the Company.
7. The votes cast by the Members through remote e-voting were reconciled with the Register of Members/ Register of Beneficial Owners of the Company as on the cut-off date.
8. Based on the reports generated at KFin Portal i.e. evoting.kfintech.com, the report of remote e-voting is as under (rounded off to two decimal):



SPECIAL BUSINESS

Item No. 1: Special Resolution:

Appointment of Mr. Amitabha Guha (DIN: 02836707) as an Independent Director of the Company.

	Remote e-voting		
	Total No. of Members who voted	Total No. of Shares for which valid votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	349	217048822	99.96
Voted against the Resolution	45	76322	0.04
Abstained	7	342	0.00

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

Thanking You,
Yours faithfully

Geeta Roy Chowdhury



(Geeta Roy Chowdhury)
ICSI Membership No.: FCS 7040
COP: 7741

Place: Kolkata

Date: 23rd June, 2022

UDIN: F007040D000520905

GEETA ROY CHOWDHURY
COMPANY SECRETARY IN PRACTICE
16A, SHAKESPEARE SARANI,
KOLKATA-700071
FCS 7040