

9th April, 2024

*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 9th March, 2024 enclosing the Postal Ballot Notice dated 6th March, 2024 seeking approval of the Members of the Company through postal ballot by electronic means ('remote e-voting') in relation to the Resolutions stated in the Notice. We now write to inform you that the Resolutions have been duly approved by the Members of the Company with requisite majority.

The Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have 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'), 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 Sunday, 10th March, 2024 and ended at 5:00 p.m. on Monday, 8th April, 2024.

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

This is for your information and record.

Thanking you,

Yours faithfully,

For **Texmaco Rail & Engineering Limited**

K. K. Rajgaria
Company Secretary &
Compliance Officer

An adventz group company

Company Name	TEXMACO RAIL & ENGINEERING LIMITED
Date of the AGM/EGM	Not Applicable (Postal Ballot)
Total number of shareholders on record date	285036
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution required: (Ordinary/ Special)	SPECIAL - To raise capital by way of issuance of Convertible Warrants on Preferential Basis							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes. Adventz Finance Private Limited is interested upto the extent of its shareholding.							
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	192300517	164520868	85.5540	164520868	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		192300517	164520868	85.5540	164520868	0	100
Public- Institutions	E-Voting	60759228	34562995	56.8852	30690329	3872666	88.7953	11.2046
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		60759228	34562995	56.8852	30690329	3872666	88.7953
Public- Non Institutions	E-Voting	130278525	529274	0.4063	521995	7279	98.6247	1.3752
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		130278525	529274	0.4063	521995	7279	98.6247
Total		383338270	199613137	52.0723	195733192	3879945	98.0563	1.9437

Resolution required: (Ordinary/ Special)	SPECIAL - Re-designation of Mr. Sudipta Mukherjee (DIN: 06871871) as the Managing 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	192300517	192300517	100	192300517	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		192300517	192300517	100	192300517	0	100
Public- Institutions	E-Voting	60759228	34562995	56.8852	33166405	1396590	95.9592	4.0407
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		60759228	34562995	56.8852	33166405	1396590	95.9592
Public- Non Institutions	E-Voting	130278525	528832	0.4059	520563	8269	98.4363	1.5636
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		130278525	528832	0.4059	520563	8269	98.4363
Total		383338270	227392344	59.3190	225987485	1404859	99.3822	0.6178

Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Udyavar Vittal Kamath (DIN: 00648897) as the Executive 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	192300517	192300517	100.0000	192300517	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		192300517	192300517	100	192300517	0	100
Public- Institutions	E-Voting	60759228	34562995	56.8852	29912275	4650720	86.5442	13.4557
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		60759228	34562995	56.8852	29912275	4650720	86.5442
Public- Non Institutions	E-Voting	130278525	528899	0.4060	521002	7897	98.5068	1.4931
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		130278525	528899	0.4060	521002	7897	98.5068
Total		383338270	227392411	59.3190	222733794	4658617	97.9513	2.0487

Resolution required: (Ordinary/ Special)	SPECIAL - Revision in Remuneration of Mr. Indrajit Mookerjee (DIN: 01419627), Executive Director & Vice-Chairman 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	192300517	192300517	100	192300517	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		192300517	192300517	100	192300517	0	100
Public- Institutions	E-Voting	60759228	34562995	56.8852	33119828	1443167	95.8245	4.1754
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		60759228	34562995	56.8852	33119828	1443167	95.8245
Public- Non Institutions	E-Voting	130278525	528657	0.4058	488318	40339	92.3695	7.6304
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		130278525	528657	0.4058	488318	40339	92.3695
Total		383338270	227392169	59.3189	225908663	1483506	99.3476	0.6524

Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Virendra Sinha (DIN: 03113274) 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	192300517	192300517	100	192300517	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		192300517	192300517	100	192300517	0	100
Public- Institutions	E-Voting	60759228	34562995	56.8852	15711145	18851850	45.4565	54.5434
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		60759228	34562995	56.8852	15711145	18851850	45.4565
Public- Non Institutions	E-Voting	130278525	528825	0.4059	519188	9637	98.1776	1.8223
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		130278525	528825	0.4059	519188	9637	98.1776
Total		383338270	227392337	59.3190	208530850	18861487	91.7053	8.2947

Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Ms. Rusha Mitra (DIN: 08402204) 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	192300517	192300517	100	192300517	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		192300517	192300517	100	192300517	0	100
Public- Institutions	E-Voting	60759228	34562995	56.8852	12787492	21775503	36.9976	63.0023
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		60759228	34562995	56.8852	12787492	21775503	36.9976
Public- Non Institutions	E-Voting	130278525	528779	0.4059	518276	10503	98.0137	1.9862
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		130278525	528779	0.4059	518276	10503	98.0137
Total		383338270	227392291	59.3190	205606285	21786006	90.4192	9.5808

Note: The paid-up share equity share capital of the Company on the cut-off date i.e. Friday, 1st March, 2024 was 38,33,38,270 shares (face value of Re 1 each). Thereafter, the Paid-up equity share capital of the Company has increased from 38,33,38,270 shares to 39,94,67,302 shares due to allotment of equity shares by way of Qualified Institutions Placement on 27.03.2024. However, the Voting Results are being submitted basis the capital as on the cut off date i.e. 38,33,38,270 shares.

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 Sunday, 10th March, 2024 and ended at 5:00 p.m. on Monday, 8th April, 2024 for the items as stated in the Postal Ballot Notice ('Notice') dated 6th March, 2024, submit my report as under:

1. The e-voting services were provided by M/s. KFin Technologies Limited ('KFin').
2. The Company has completed the dispatch of Notice to its Members on 9th March, 2024 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'), 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 10th March, 2024 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, 1st March, 2024 (i.e. the cut-off date).
5. The remote e-voting period commenced at 9:00 a.m. on Sunday, 10th March, 2024 and ended at 5:00 p.m. on Monday, 8th April, 2024. 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 Monday, 8th April, 2024 in the presence of two witnesses namely, Mr. Pratham Kothari and Ms. Nikita Pincha, 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:

Issuance of Convertible Warrants on Preferential Basis.

	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	876	195733192	98.06
Voted against the Resolution	60	3879945	1.94
Abstained	26	27781569	0.00

Item No. 2: Special Resolution:

Re-designation of Mr. Sudipta Mukherjee (DIN: 06871871) as the Managing 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	863	225987485	99.38
Voted against the Resolution	75	1404859	0.62
Abstained	26	2362	0.00

Item No. 3: Special Resolution:

Appointment of Mr. Udyavar Vittal Kamath (DIN: 00648897) as the Executive 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	839	222733794	97.95
Voted against the Resolution	98	4658617	2.05
Abstained	28	2295	0.00



Item No. 4: Special Resolution:

Revision in Remuneration of Mr. Indrajit Mookerjee (DIN: 01419627), Executive Director & Vice-Chairman 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	836	225908663	99.35
Voted against the Resolution	100	1483506	0.65
Abstained	28	2507	0.00

Item No. 5: Special Resolution:

Re-appointment of Mr. Virendra Sinha (DIN: 03113274) 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	852	208530850	91.71
Voted against the Resolution	85	18861487	8.29
Abstained	28	2369	0.00

Item No. 6: Special Resolution:

Re-appointment of Ms. Rusha Mitra (DIN: 08402204) 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	831	205606285	90.42
Voted against the Resolution	105	21786006	9.58
Abstained	28	2415	0.00

Based on above, the Resolutions 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
UDIN: F007040F000067166



Place: Kolkata
Date: 9th April, 2024
Peer Review No.: 2444/2022