



TEXMACO

Texmaco Rail & Engineering Ltd.

Belgharia Works

CIN No. : L29261WB1998PLC087404

GSTIN No.: 19AABCT2592E1ZA

5th September, 2018

*The Corporate Relation
Department
BSE Limited,
1st Floor, P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001*

*The Listing Department
National Stock Exchange of
India Limited,
5th Floor, Exchange Plaza,
Bandra - Kurla Complex,
Bandra (E),
Mumbai – 400 051*

*The Secretary
The Calcutta Stock Exchange
Limited
7, Lyons Range,
Kolkata – 700 001*

Dear Sir(s),

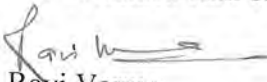
We wish to inform you that in terms of the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting and e-voting at the venue of Annual General Meeting (AGM) (Insta Poll). We would like to advise that all the Resolutions in terms of Notice dated 30th July, 2018, placed at the 20th AGM of the Company held on Tuesday, 4th September, 2018 at 2:30 P.M. at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata - 700 056, have been approved by the Members through remote e-voting and Insta Poll with the requisite majority.

We enclose the summary of the proceedings of the AGM along with the details of the voting results in respect of the aforesaid Resolutions in the prescribed format, as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Annexure 1** and the Scrutiniser's Report - **Annexure 2**.

Thanking You,

Yours Faithfully,

For Texmaco Rail & Engineering Limited


Ravi Varma
Company Secretary



Encl: a/a

SUMMARY OF THE PROCEEDINGS OF THE ANNUAL GENERAL MEETING HELD ON 4TH SEPTEMBER, 2018

Mr. S. K. Poddar, Chairman, chaired the 20th Annual General Meeting (AGM) of the Company.

The Meeting commenced at 2.30 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, 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 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 AGM Notice dated 30th July, 2018 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 Report of the Board of Directors and the Auditors' Report thereon for the year ended 31st March, 2018.

Item No. 2: Ordinary Resolution:

Declaration of Dividend on Equity Shares for the year ended 31st March, 2018.

Item No. 3: Ordinary Resolution:

Re-appointment of Mr. Akshay Poddar (DIN: 00008686), Non-executive Director, who retires by rotation and offers himself for re-election.

SPECIAL BUSINESS

Item No. 4: Ordinary Resolution:

Ratification of remuneration to be paid to M/s. DGM & Associates, Cost Auditors for the year ending 31st March 2019.

Item No. 5: Special Resolution:

Appointment of Mr. Sandeep Fuller (DIN: 06754262) as the Managing Director.



Item No. 6: Special Resolution:

Appointment of Mr. Girish Chandra Agrawal (DIN: 08132434) as the Executive Director.

Item No. 7: Special Resolution:

Approval for the 'Texmaco Employee Stock Option Scheme 2018'.

Item No. 8: Special Resolution:

Approval for payment of remuneration to the Executive Chairman for the year ended 31st March 2018 in excess of the limits specified under the Companies Act, 2013.

Item No. 9: Ordinary Resolution:

Appointment of Mr. Utsav Parekh (DIN: 00027642) as an Independent Director.

Item No. 10: Special Resolution:

Confirmation of the continuation of appointment of Mr. A. C. Chakrabortti (DIN: 00015622) as an Independent Director in terms of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

Item No. 11: Special Resolution:

Confirmation of the continuation of appointment of Mr. D. R. Kaarthikeyan (DIN: 00327907) as an Independent Director in terms of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

The Chairman thanked all the Shareholders and informed that as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 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. The National Stock Exchange of India Limited, The BSE Limited and The Calcutta Stock Exchange Limited.

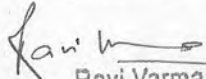
The Meeting concluded at 4.10 PM.

Accordingly, the results of voting are hereby notified to the Stock Exchanges and updated on the Company's website.

All the Resolutions in terms of the AGM Notice dated 30th July, 2018, placed at the AGM of the Company have been approved by the Members through remote e-voting and Insta Poll with the requisite majority.



For Texmaco Rail & Engineering Limited :


Ravi Varma
Company Secretary

Annexure 1

TEXMACO RAIL & ENGINEERING LIMITED

Scrip Code - NSE : TEXRAIL , BSE : 533326 , CSE : 30285

Date of Annual General Meeting

4th September, 2018

Total number of Shareholders on record date

69,766

No. of Shareholders present in the Meeting either in person or through proxy:

Promoters and Promoter Group:

26

Public:

654

No. of Shareholders attended the Meeting through Video Conferencing:

Promoters and Promoter Group:

Not applicable

Public:

Not applicable

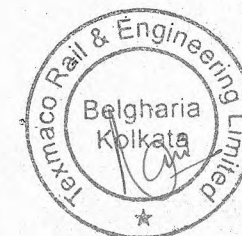
Resolution No.		1						
Resolution -		Adoption of Audited Financial Statement including the Audited Consolidated Financial Statement of the Company, the Report of the Board of Directors and the Auditors' Report thereon for the year ended 31st March 2018.						
Resolution required: (Ordinary / Special)		Ordinary Resolution						
Whether promoter / promoter group are interested in the		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	11,51,27,010	11,51,27,010	100.0000	11,51,27,010	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		11,51,27,010	100.0000	11,51,27,010	0	100.0000	0.0000
Public- Institutions	E-Voting	4,83,79,087	4,26,90,634	88.2419	4,26,90,634	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		4,26,90,634	88.2419	4,26,90,634	0	100.0000	0.0000
Public- Non Institutions	E-Voting	5,65,43,385	4,64,801	0.8220	4,64,466	335	99.9279	0.0720
	Poll		1,81,351	0.3207	1,81,346	5	99.9972	0.0027
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,46,152	1.1427	6,45,812	340	99.9474	0.0526
Total		22,00,49,482	15,84,63,796	72.0128	15,84,63,456	340	99.9998	0.0002



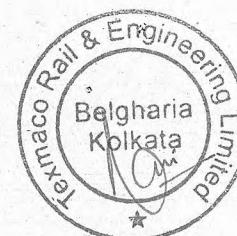
Resolution No.		2						
Resolution -		Declaration of dividend on Equity Shares for the year ended 31st March 2018.						
Resolution required: (Ordinary / Special)		Ordinary Resolution						
Whether promoter / promoter group are interested in the		No						
Category	Mode of Voting	No. of shares held (1)	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	11,51,27,010	11,51,27,010	100.0000	11,51,27,010	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		11,51,27,010	100.0000	11,51,27,010	0	100.0000	0.0000
Public- Institutions	E-Voting	4,83,79,087	4,27,36,693	88.3371	4,27,36,693	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		4,27,36,693	88.3371	4,27,36,693	0	100.0000	0.0000
Public- Non Institutions	E-Voting	5,65,43,385	4,64,801	0.8220	4,64,466	335	99.9279	0.0720
	Poll		1,81,351	0.3207	1,81,346	5	99.9972	0.0027
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,46,152	1.1427	6,45,812	340	99.9474	0.0526
Total		22,00,49,482	15,85,09,855	72.0337	15,85,09,515	340	99.9998	0.0002



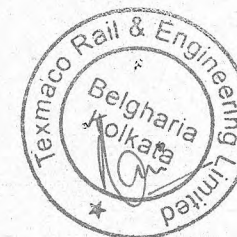
Resolution No.		3						
Resolution -		Re-appointment of Mr. Akshay Poddar (DIN: 00008686), Non-executive Director, who retires by rotation and offers himself for re-election.						
Resolution required: (Ordinary / Special)		Ordinary Resolution						
Whether promoter / promoter group are interested in the		Yes, Mr. S. K. Poddar & Mr. Akshay Poddar and their relatives are interested to the extent of their 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	11,51,27,010	11,51,27,010	100.0000	11,51,27,010	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		11,51,27,010	100.0000	11,51,27,010	0	100.0000	0.0000
Public- Institutions	E-Voting	4,83,79,087	4,27,36,693	88.3371	4,27,36,693	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		4,27,36,693	88.3371	4,27,36,693	0	100.0000	0.0000
Public- Non Institutions	E-Voting	5,65,43,385	4,64,801	0.8220	4,64,365	436	99.9061	0.0938
	Poll		1,81,351	0.3207	1,81,346	5	99.9972	0.0027
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,46,152	1.1427	6,45,711	441	99.9317	0.0683
Total		22,00,49,482	15,85,09,855	72.0337	15,85,09,414	441	99.9997	0.0003



Resolution No.		4						
Resolution -		Ratification of remuneration to be paid to Messrs. DGM & Associates, Cost Auditors for the year ending 31st March 2019.						
Resolution required: (Ordinary / Special)		Ordinary Resolution						
Whether promoter / promoter group are interested in the		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	11,51,27,010	11,51,27,010	100.0000	11,51,27,010	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		11,51,27,010	100.0000	11,51,27,010	0	100.0000	0.0000
Public- Institutions	E-Voting	4,83,79,087	4,27,36,693	88.3371	4,25,54,568	1,82,125	99.5738	0.4261
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,27,36,693	88.3371	4,25,54,568	1,82,125	99.5738	0.4262
Public- Non Institutions	E-Voting	5,65,43,385	4,64,790	0.8220	4,64,285	505	99.8913	0.1086
	Poll		1,81,351	0.3207	1,81,346	5	99.9972	0.0027
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,46,141	1.1427	6,45,631	510	99.9211	0.0789
Total		22,00,49,482	15,85,09,844	72.0337	15,83,27,209	1,82,635	99.8848	0.1152



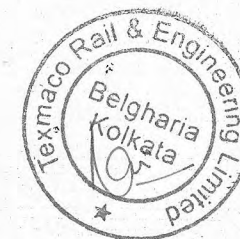
Resolution No.		5						
Resolution -		Appointment of Mr. Sandeep Fuller (DIN: 06754262) as the Managing Director.						
Resolution required: (Ordinary / Special)		Special Resolution						
Whether promoter / promoter group are interested in the		No						
Category	Mode of Voting	No. of shares held (1)	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	11,51,27,010	11,51,27,010	100.0000	11,51,27,010	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		11,51,27,010	100.0000	11,51,27,010	0	100.0000	0.0000
Public- Institutions	E-Voting	4,83,79,087	4,27,36,693	88.3371	4,20,89,667	6,47,026	98.4860	1.5139
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,27,36,693	88.3371	4,20,89,667	6,47,026	98.4860	1.5140
Public- Non Institutions	E-Voting	5,65,43,385	4,64,671	0.8218	4,63,756	915	99.8030	0.1969
	Poll		1,81,351	0.3207	1,81,346	5	99.9972	0.0027
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,46,022	1.1425	6,45,102	920	99.8576	0.1424
Total		22,00,49,482	15,85,09,725	72.0337	15,78,61,779	6,47,946	99.5912	0.4088



Resolution No.		6						
Resolution -		Appointment of Mr. Girish Chandra Agrawal (DIN: 08132434) as the Executive Director.						
Resolution required: (Ordinary / Special)		Special Resolution						
Whether promoter / promoter group are interested in the		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	11,51,27,010	11,51,27,010	100.0000	11,51,27,010	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		11,51,27,010	100.0000	11,51,27,010	0	100.0000	0.0000
Public- Institutions	E-Voting	4,83,79,087	4,27,36,693	88.3371	4,09,20,929	18,15,764	95.7512	4.2487
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,27,36,693	88.3371	4,09,20,929	18,15,764	95.7513	4.2487
Public- Non Institutions	E-Voting	5,65,43,385	4,64,801	0.8220	4,64,405	396	99.9148	0.0851
	Poll		1,81,351	0.3207	1,81,346	5	99.9972	0.0027
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,46,152	1.1427	6,45,751	401	99.9379	0.0621
Total		22,00,49,482	15,85,09,855	72.0337	15,66,93,690	18,16,165	98.8542	1.1458



Resolution No.		7						
Resolution -		Approval for the 'Texmaco Employee Stock Option Scheme 2018'.						
Resolution required: (Ordinary / Special)		Special Resolution						
Whether promoter / promoter group are interested in the		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	11,51,27,010	11,51,27,010	100.0000	11,51,27,010	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		11,51,27,010	100.0000	11,51,27,010	0	100.0000	0.0000
Public- Institutions	E-Voting	4,83,79,087	4,27,36,693	88.3371	2,91,64,618	1,35,72,075	68.2425	31.7574
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,27,36,693	88.3371	2,91,64,618	1,35,72,075	68.2426	31.7574
Public- Non Institutions	E-Voting	5,65,43,385	4,64,801	0.8220	4,64,282	519	99.8883	0.1116
	Poll		1,81,351	0.3207	1,81,346	5	99.9972	0.0027
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,46,152	1.1427	6,45,628	524	99.9189	0.0811
Total		22,00,49,482	15,85,09,855	72.0337	14,49,37,256	1,35,72,599	91.4374	8.5626



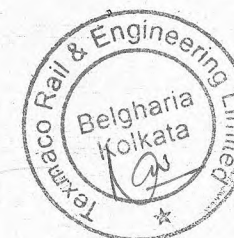
Resolution No.		8						
Resolution -		Approval for payment of remuneration to the Executive Chairman for the year ended 31st March 2018 in excess of the limits specified under the Companies Act, 2013.						
Resolution required: (Ordinary / Special)		Special Resolution						
Whether promoter / promoter group are interested in the agenda / resolution?		Yes, Mr. S. K. Poddar & Mr. Akshay Poddar and their relatives are interested to the extent of their 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	11,51,27,010	11,51,27,010	100.0000	11,51,27,010	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		11,51,27,010	100.0000	11,51,27,010	0	100.0000	0.0000
Public- Institutions	E-Voting	4,83,79,087	4,27,36,693	88.3371	4,04,42,955	22,93,738	94.6328	5.3671
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,27,36,693	88.3371	4,04,42,955	22,93,738	94.6329	5.3671
Public- Non Institutions	E-Voting	5,65,43,385	4,64,801	0.8220	4,63,781	1,020	99.7805	0.2194
	Poll		1,81,351	0.3207	1,81,346	5	99.9972	0.0027
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,46,152	1.1427	6,45,127	1,025	99.8414	0.1586
Total		22,00,49,482	15,85,09,855	72.0337	15,62,15,092	22,94,763	98.5523	1.4477



Resolution No.		9						
Resolution -		Appointment of Mr. Utsav Parekh (DIN: 00027642) as an Independent Director.						
Resolution required: (Ordinary / Special)		Ordinary Resolution						
Whether promoter / promoter group are interested in the		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	11,51,27,010	11,51,27,010	100.0000	11,51,27,010	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		11,51,27,010	100.0000	11,51,27,010	0	100.0000	0.0000
Public- Institutions	E-Voting	4,83,79,087	4,27,36,693	88.3371	4,27,36,693	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		4,27,36,693	88.3371	4,27,36,693	0	100.0000	0.0000
Public- Non Institutions	E-Voting	5,65,43,385	4,64,801	0.8220	4,64,465	336	99.9277	0.0722
	Poll		1,81,351	0.3207	1,81,346	5	99.9972	0.0027
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,46,152	1.1427	6,45,811	341	99.9472	0.0528
Total		22,00,49,482	15,85,09,855	72.0337	15,85,09,514	341	99.9998	0.0002



Resolution No.		10						
Resolution -		Confirmation of the continuation of appointment of Mr. A. C. Chakrabortti (DIN: 00015622) as an Independent Director in terms of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.						
Resolution required: (Ordinary / Special)		Special Resolution						
Whether promoter / promoter group are interested in the		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	11,51,27,010	11,51,27,010	100.0000	11,51,27,010	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		11,51,27,010	100.0000	11,51,27,010	0	100.0000	0.0000
Public- Institutions	E-Voting	4,83,79,087	4,27,36,693	88.3371	4,20,89,667	6,47,026	98.4860	1.5139
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,27,36,693	88.3371	4,20,89,667	6,47,026	98.4860	1.5140
Public- Non Institutions	E-Voting	5,65,43,385	4,64,801	0.8220	4,64,466	335	99.9279	0.0720
	Poll		1,81,351	0.3207	1,81,346	5	99.9972	0.0027
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,46,152	1.1427	6,45,812	340	99.9474	0.0526
Total		22,00,49,482	15,85,09,855	72.0337	15,78,62,489	6,47,366	99.5916	0.4084



Resolution No.		11						
Resolution -		Confirmation of the continuation of appointment of Mr. D. R. Kaarthikeyan (DIN: 00327907) as an Independent Director in terms of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.						
Resolution required: (Ordinary / Special)		Special Resolution						
Whether promoter / promoter group are interested in the		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	11,51,27,010	11,51,27,010	100.0000	11,51,27,010	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		11,51,27,010	100.0000	11,51,27,010	0	100.0000	0.0000
Public- Institutions	E-Voting	4,83,79,087	4,25,54,568	87.9607	4,25,54,568	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		4,25,54,568	87.9607	4,25,54,568	0	100.0000	0.0000
Public- Non Institutions	E-Voting	5,65,43,385	4,64,801	0.8220	4,64,466	335	99.9279	0.0720
	Poll		1,81,351	0.3207	1,81,346	5	99.9972	0.0027
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,46,152	1.1427	6,45,812	340	99.9474	0.0526
Total		22,00,49,482	15,83,27,730	71.9510	15,83,27,390	340	99.9998	0.0002



S R & ASSOCIATES

16A SHAKESPEARE SARANI, KOLKATA-700071

Email Id :- cs.srassociates@gmail.com

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 - 700 056

E-voting (remote e-voting and Insta Poll) at the 20th Annual General Meeting of the Equity Shareholders of Texmaco Rail & Engineering Limited held on Tuesday, 4th September, 2018 at 2.30 PM at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata -700 056.

Dear Sir,

I, Geeta Roy Chowdhury, appointed as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting at the AGM venue (Insta Poll) of the 20th Annual General Meeting of Texmaco Rail & Engineering Limited held on Tuesday, 4th September, 2018 at 2.30 PM at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata 700 056, submit my report as under:

1. The e-voting services were provided by M/s. Karvy Computershare Private Limited (Karvy).
2. The Company has completed the despatch of Notices on 7th August, 2018.
3. Voting rights were reckoned on the Shares registered in the name of Members as on Tuesday, 28th August, 2018.
4. The remote e-voting period commenced at 9.00 AM on Friday, 31st August, 2018 and ended at 5.00 PM on Monday, 3rd September, 2018.
5. The Company also provided the facility of Insta Poll, i.e., e-voting at the venue of Annual General Meeting.
6. The e-voting was unblocked on Tuesday, 4th September, 2018 in the presence of two witnesses namely, Khusboo Sethia and Shweta Jain, who are not in the employment of the Company.
7. Based on the reports generated at Karvy Portal i.e. www.evoting@karvy.com, the consolidated report of remote e-voting and Insta Poll is as under (rounded off to two decimal):



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ORDINARY BUSINESS

Item No. 1: Ordinary Resolution:

Adoption of Audited Financial Statement including the Audited Consolidated Financial Statement of the Company, the Report of the Board of Directors and the Auditors' Report thereon for the year ended 31st March 2018.

	Remote e- voting		Voting at the AGM Venue (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	158282110	327	181346	496	158463456	99.97
Voted against the Resolution	2	335	3	5	5	340	0.00
Abstained	0	0	0	0	0	0	0.00

1 Shareholder has opted not to exercise voting rights for 46,059 Equity Shares.

Item No. 2: Ordinary Resolution:

Declaration of dividend on Equity Shares for the year ended 31st March 2018.

	Remote e- voting		Voting at the AGM Venue (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	158328169	327	181346	496	158509515	100.00
Voted against the Resolution	2	335	3	5	5	340	0.00
Abstained	0	0	0	0	0	0	0



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Item No. 3: Ordinary Resolution:

Re-appointment of Mr. Akshay Poddar (DIN: 00008686), Non-executive Director, who retires by rotation and offers himself for re-election.

	Remote e- voting		Voting at the AGM Venue (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	167	158328068	327	181346	494	158509414	100.00
Voted against the Resolution	4	436	3	5	7	441	0.00
Abstained	0	0	0	0	0	0	0

Item No. 4: Ordinary Resolution:

Ratification of remuneration to be paid to Messrs DGM & Associates, Cost Auditors for the year ending 31st March 2019.

	Remote e- voting		Voting at the AGM Venue (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	167	158145863	327	181346	494	158327209	99.88
Voted against the Resolution	4	182630	3	5	7	182635	0.12
Abstained	0	0	0	0	0	0	0

1 Shareholder has opted not to exercise voting rights for 11 Equity Shares.



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SPECIAL BUSINESS

Item No. 5: Special Resolution:

Appointment of Mr. Sandeep Fuller (DIN: 06754262) as the Managing Director.

	Remote e- voting		Voting at the AGM Venue (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	157680433	327	181346	492	157861779	99.59
Voted against the Resolution	8	647941	3	5	11	647946	0.41
Abstained	0	0	0	0	0	0	0

1 Shareholder has opted not to exercise voting rights for 130 Equity Shares.

Item No. 6: Special Resolution:

Appointment of Mr. Girish Chandra Agrawal (DIN: 08132434) as the Executive Director.

	Remote e- voting		Voting at the AGM Venue (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	156	156512344	327	181346	483	156693690	98.85
Voted against the Resolution	16	1816160	3	5	19	1816165	1.15
Abstained	0	0	0	0	0	0	0



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Item No. 7: Special Resolution:

Approval for the 'Texmaco Employee Stock Option Scheme 2018'.

	Remote e- voting		Voting at the AGM Venue (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	149	144755910	327	181346	476	144937256	91.44
Voted against the Resolution	23	13572594	3	5	26	13572599	8.56
Abstained	0	0	0	0	0	0	0

Item No. 8: Special Resolution:

Approval for payment of remuneration to the Executive Chairman for the year ended 31st March 2018 in excess of the limits specified under the Companies Act, 2013.

	Remote e- voting		Voting at the AGM Venue (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	155	156033746	327	181346	482	156215092	98.55
Voted against the Resolution	17	2294758	3	5	20	2294763	1.45
Abstained	0	0	0	0	0	0	0



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Item No. 9: Ordinary Resolution:

Appointment of Mr. Utsav Parekh (DIN: 00027642) as an Independent Director.

	Remote e- voting		Voting at the AGM Venue (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	168	158328168	327	181346	495	158509514	100.00
Voted against the Resolution	3	336	3	5	6	341	0.00
Abstained	0	0	0	0	0	0	0

Item No. 10: Special Resolution:

Confirmation of the continuation of appointment of Mr. A. C. Chakrabortti (DIN:00015622) as an Independent Director in terms of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

	Remote e- voting		Voting at the AGM Venue (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	166	157681143	327	181346	493	157862489	99.59
Voted against the Resolution	5	647361	3	5	8	647366	0.41
Abstained	0	0	0	0	0	0	0



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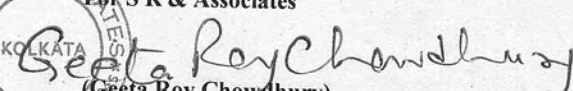
Item No. 11: Special Resolution:

Confirmation of the continuation of appointment of Mr. D. R. Kaarthikeyan (DIN: 00327907) as an Independent Director in terms of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

	Remote e- voting		Voting at the AGM Venue (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	168	158146044	327	181346	495	158327390	99.88
Voted against the Resolution	2	335	3	5	5	340	0.00
Abstained	1	182125	0	0	0	182125	0

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

Place: Kolkata
Date: 4th September, 2018

Thanking You,
Yours faithfully
For S R & Associates

(Geeta Roy Chowdhury)
FCS: 7040

