

26<sup>th</sup> May, 2026

*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*

**Subject: Scrutinizer's Report & E-Voting Results of Postal Ballot – Disclosure under Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

Dear Sirs,

We refer our letter dated 24<sup>th</sup> April 2026 regarding the Postal Ballot Notice dated 31<sup>st</sup> March 2026 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'), 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 Saturday, 25<sup>th</sup> April 2026 and ended at 5:00 p.m. on Sunday, 24<sup>th</sup> May 2026.

Pursuant to the said Listing Regulations, we are enclosing herewith the voting result along with Scrutinizer's Report as Annexures.

This is for your information and record.

Thanking you,

Yours faithfully,

**For Texmaco Rail & Engineering Limited**

Sandeep Kumar Sultania  
Company Secretary &  
Compliance Officer

Encl: as stated above

**An adventz group company**

📍 Registered Office:  
Belgharia, Kolkata - 700 056, India  
☎ +91 33 2569 1500

✉ texmail@texmaco.in  
🌐 www.texmaco.in

CIN: L29261WB1998PLC087404

Voting results	
Record date	17-04-2026
Total number of shareholders on record date	384240
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of resolution passed in the meeting</b>	<b>1</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of Texmaco Long Term Incentive Plan ("LTIP") Scheme 2026				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		137686527	70.0030	137686527	0	100.0000	0.0000
	Poll	196686552	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>	196686552	137686527	70.0030	137686527	0	100.0000	0.0000
Public- Institutions	E-Voting		48536744	86.7043	40907324	7629420	84.2811	15.7189
	Poll	55979600	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>	55979600	48536744	86.7043	40907324	7629420	84.2811	15.7189
Public- Non Institutions	E-Voting		3504941	2.2730	3484148	20793	99.4068	0.5932
	Poll	154198420	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>	154198420	3504941	2.2730	3484148	20793	99.4068	0.5932
<b>Total</b>		406864572	189728212	46.6318	182077999	7650213	95.9678	4.0322
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

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

An adventz group company

Registered Office:  
Belgharia, Kolkata - 700 056, India  
+91 33 2569 1500

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CIN: L29261WB1998PLC087404

**Report of Scrutinizer**

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

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

**Sub: Scrutinizer Report on Postal Ballot by voting through Remote E-Voting**

Dear Sir,

1. I, Niraj Agrawal, Chartered Accountant in practice, and Partner, H. K. Agrawal & Co., Chartered Accountants, have been appointed as the Scrutinizer by the Board of Directors of Texmaco Rail & Engineering Limited (“Company”) for the purpose of Scrutinizing the Postal Ballot by electronic means only (“Remote E-Voting”) process in a fair and transparent manner on the resolution contained in the Postal Ballot Notice dated 31<sup>st</sup> March 2026 (“Notice”) issued in accordance with the provisions of the Companies Act, 2013 read with the relevant circulars issued by the Ministry of Corporate Affairs (“MCA”), Government of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standards issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations [including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as amended from time to time]. The Notice sent sought the approval of the Members through Remote E-Voting only. The following is the resolution as specified in the Postal Ballot Notice, referred above:

**Special Resolution:** Approval of Texmaco Long Term Incentive Plan (“LTIP”) Scheme 2026

**2. Management’s Responsibility**

The Management of the Company is responsible to ensure compliance with the requirements of the Act and the Rules including MCA Circulars and Listing Regulations relating to postal ballot by voting through remote e-voting for the resolution contained in the Postal Ballot Notice dated 31<sup>st</sup> March, 2026. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

**3. Scrutinizer’s Responsibility**

My responsibility as a Scrutinizer is to ensure that postal ballot by voting through remote e-voting is carried out in a fair and transparent manner and to provide Scrutinizer’s report on the votes cast “In Favour”, “Against” and invalid votes, if any, on the resolution contained in the Postal Ballot Notice dated 31<sup>st</sup> March 2026, based on the reports generated from the e-voting system provided by M/s KFin Technologies Limited (“KFin”), being an Agency authorised under the Act and the Rules made thereunder, engaged by the Company to provide e-voting facility and attendant papers/documents furnished to me electronically by the Company and / or KFin for my verification.

4. For the purpose of this report, I have inter-alia reviewed the reports generated from the e-voting system provided by KFin and other related documents / information.

5. a) This report is issued in accordance with the terms of the Engagement Letter.

b) I have conducted the examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that I comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

**6. Accordingly, I submit my report as under:**

- i. As per the provisions of the Companies Act, 2013 read with the relevant circulars issued by the Ministry of Corporate Affairs ("MCA"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations [including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as amended from time to time], the Company has sought the approval of the Members by way of Postal Ballot by voting through electronic means only (Remote E-Voting) in relation to the resolution as set out in the Notice dated 31<sup>st</sup> March 2026. This Notice was sent through electronic mode to all the Members whose names appear in the Register of Members / list of beneficial owners maintained with the Depositories as on Friday, 17<sup>th</sup> April 2026 i.e. the cut-off date fixed for the purpose of casting of votes by the Members.
- ii. Physical copies of the Postal Ballot Notice, Postal Ballot form and postage prepaid self-addressed business reply envelopes were not sent to the Members for this Postal Ballot due to exemption provided by MCA through its circulars.
- iii. The Company had engaged the services of M/s KFin Technologies Limited ('KFin') to provide Remote E-Voting facility to all its members to cast their votes electronically.
- iv. The Company issued Newspaper advertisement in Financial Express (English language newspaper) and Aajkal (Bengali language newspaper) on 22<sup>nd</sup> April 2026 to facilitate those Members who had not yet registered their e-mail address so that they could receive the Notice of Postal ballot and also participate in the e-voting.
- v. The Company issued Newspaper advertisement in Financial Express (English language newspaper) and Aajkal (Bengali language newspaper) on 25<sup>th</sup> April 2026 informing the details relating to the Postal Ballot Notice including the completion of dispatch of the Notice to the Members of the Company, in compliance with the applicable provisions of the Companies Act, 2013 read with the relevant circulars issued by the Ministry of Corporate Affairs and the Listing Regulations.
- vi. Members holding shares as on Friday, 17<sup>th</sup> April 2026 (cut-off date), were entitled to vote on the resolution stated in the Notice of the Postal Ballot. The detailed manner of voting has been explained in the instructions given in the Notice of the Postal Ballot.
- vii. In accordance with the Notice of the Postal Ballot sent to the members and the Advertisement published pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Remote E-Voting period was commenced from 9.00 AM (IST) on Saturday, 25<sup>th</sup> April 2026 and closed at 5.00 PM (IST) on Sunday, 24<sup>th</sup> May 2026.

# H. K. AGRAWAL & CO.

Chartered Accountants

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- viii. After the conclusion of the voting, the votes cast during the Remote E-Voting were unblocked on Sunday, 24<sup>th</sup> May 2026 after 5:00 P.M., in the presence of two witnesses – Mr. Hari Krishna Agrawal and Ms. Mita Dey who were not employees of the Company and the e-voting results / list of members who have voted for and against were downloaded from the e-voting website of KFin.
- ix. 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.
- x. Particulars of all the postal ballot votes cast through electronic means as recorded through an online platform from 9.00 AM (IST) on Saturday, 25<sup>th</sup> April 2026 till 5.00 PM (IST) on Sunday, 24<sup>th</sup> May 2026 have been considered for scrutiny in this report.
- xi. I submit herewith the Scrutinizer's Report on the results of the Remote E-Voting, based on the reports generated at KFin Portal i.e. <https://evoting.kfintech.com> and relied upon by me as **Annexure -1** to this report.
- xii. After scrutiny of the Remote E-Voting result, I report that the Resolution as set out in item no. 1 of the Notice of the Postal ballot has been **passed with requisite majority**.
- xiii. The electronic data and all other relevant records relating to Remote E-Voting are under my safe custody and will be handed over to Company Secretary and Compliance Officer of the Company, for safekeeping as provided in the Act read with the relevant Rules.

## 7. Restriction on Use

This Report has been issued at the request of the Company for (i) submission to Stock Exchanges; (ii) placing on the website of the Company and displaying on its Notice Board at the Registered Office; and (iii) placing on the website of KFin. This Report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you.

Yours faithfully,

**UDIN** : 26060313VDYAUL2144  
**Place** : Kolkata  
**Date** : 25.05.2026

**NIRAJ**  
**AGRAWAL**  Digitally signed by  
NIRAJ AGRAWAL  
Date: 2026.05.25  
14:14:31 +05'30'

CA Niraj Agrawal  
Practising Chartered Accountant  
Membership No. 060313

Partner  
**H. K. AGRAWAL & CO**  
Chartered Accountants  
FRN No. 308090E

**Texmaco Rail & Engineering Limited – Scrutinizer’s Report on Postal Ballot**

Item number of Notice & type of Resolution	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	No. of valid votes	As a % of total number of valid votes (in Favour and Against) (iii=ii/ (ii+iv)*100)	No. of valid votes	As a % of total number of valid votes (in Favour and Against) (v=iv/ (ii+iv)*100)	
<b>(i)</b>	<b>(ii)</b>	<b>(iii)</b>	<b>(iv)</b>	<b>(v)</b>	<b>(vi)</b>
Item No. 1:  Approval of Texmaco Long Term Incentive Plan (“LTIP”) Scheme 2026  (As a Special Resolution)	18,20,77,999	95.97	76,50,213	4.03	0

**Based on the aforesaid results, I report that the special resolution as set out in item number 1 of the Notice has been passed with requisite majority.**

**Notes:**

- One member holding 1739 shares has exercised voting rights in respect of 1 share. The remaining 1738 shares were classified as ‘less voted’ by the e-voting system, indicating partial exercise of voting rights. Votes have been considered valid to the extent exercised and included in the voting results.
- A total of 8,001 abstained votes has not been considered as votes cast.

**NIRAJ**  
**AGRAWAL**

Digitally signed by NIRAJ AGRAWAL  
Date: 2026.05.25 14:15:00 +05'30'

CA Niraj Agrawal  
Practising Chartered Accountant  
Membership No. 060313

**UDIN** : 26060313VDY AUL2144  
**Place** : Kolkata  
**Date** : 25.05.2026

Partner  
**H. K. AGRAWAL & CO**  
Chartered Accountants  
FRN No. 308090E