

15th April, 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 13th March, 2026 enclosing the Postal Ballot Notice dated 9th February, 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 Sunday, 15th March, 2026 and ended at 5:00 p.m. on Monday, 13th April, 2026.

Pursuant to the Listing Regulations, we are enclosing herewith the Scrutinizer's Report as Annexure.

This is for your information and record.

Thanking you,

Yours faithfully,

For **Texmaco Rail & Engineering Limited**

Sandeep Kumar Sultania
Company Secretary &
Compliance Officer

An adventz group company

Voting results	
Record date	06-03-2026
Total number of shareholders on record date	387191
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	Add Notes

Resolution (1)									
Resolution required: (Ordinary / Special)				Special					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Variation in the Objects relating to utilization of funds from Preferential Issue.					
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		196686552	100.0000	196686552	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	
	Total		196686552	196686552	100.0000	196686552	0	100.0000	0.0000
Public- Institutions	E-Voting		49736970	88.1648	47613170	2123800	95.7299	4.2701	
	Poll	56413606	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total		56413606	49736970	88.1648	47613170	2123800	95.7299	4.2701
Public- Non Institutions	E-Voting		4229345	2.7505	4212164	17181	99.5938	0.4062	
	Poll	153764414	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total		153764414	4229345	2.7505	4212164	17181	99.5938	0.4062
Total			406864572	250652867	61.6060	248511886	2140981	99.1458	0.8542
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution							Add Notes		

* this fields are optional

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

An adventz group company

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 9th February 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: Variation in the Objects relating to utilization of funds from Preferential Issue.

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 9th February, 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 9th February, 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 9th February, 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, 6th March, 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 7th March, 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 14th March, 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, 6th March, 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 Sunday, 15th March, 2026 and closed at 5.00 PM (IST) on Monday, 13th April, 2026.

H. K. AGRAWAL & CO.

Chartered Accountants

- viii. After the conclusion of the voting, the votes cast during the Remote E-Voting were unblocked on Monday, 13th April, 2026 after 5:00 P.M., in the presence of two witnesses – Mr. Hari Krishna Agrawal and Mrs. 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 Sunday, 15th March, 2026 till 5.00 PM (IST) on Monday, 13th April, 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,

CA Niraj Agrawal
Practising Chartered Accountant
Membership No. 060313

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

UDIN : 26060313YLPGOD1611
Place : Kolkata
Date : 14.04.2026

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)	
(i)	(ii)	(iii)	(iv)	(v)	(vi)
Item No. 1: Variation in the Objects relating to utilization of funds from Preferential Issue (As a Special Resolution)	24,85,11,886	99.15	21,40,981	0.85	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:

1. One member holding 350 shares has exercised voting rights in respect of 200 shares. The remaining 150 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.
2. A total of 5,518 abstained votes has not been considered as votes cast.

UDIN : 26060313YLPGOD1611
Place : Kolkata
Date : 14.04.2026

CA Niraj Agrawal
Practising Chartered Accountant
Membership No. 060313

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