



TEXMACO

Texmaco Rail & Engineering Ltd.

Belgharia Works

CIN L29261WB1998PLC087404

Date: 16th July, 2015

*The Corporate Relation Department
BSE Limited,
25th 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 Sirs,

Re: Result of Postal Ballot/E-Voting and Result of Court Convened Meeting of Shareholders held on 14th July, 2015

Further to our letter dated 15th June, 2015 relating to Court convened Meeting of the equity shareholders of the Company, as directed by the High Court of Calcutta, *vide* its order dated 14th May, 2015, seeking their approval in regard to the Scheme of Amalgamation (Scheme) between Kalindee Rail Nirman (Engineers) Limited ('Kalindee') and the Company and their respective shareholders and creditors for amalgamation of the Kalindee into and with the Company, in accordance with the provisions of SEBI circular No. CIR/CFD/DIL/5/2013 dated 4th February, 2013 as amended *vide* Circular No. CIR/CFD/DIL/8/2013 dated 21st May, 2013.

The Company had appointed Ms. Sudhanya Roy Choudhury of M/s. S. R. & Associates, Company Secretary in whole time practice, as Scrutinizer for the postal ballot/e-voting process. The Scrutinizer submitted her report on 16th July, 2015, on the basis of which, the Company today, i.e., on 16th July, 2015, has declared that the resolution for the Scheme of Amalgamation between Kalindee and the Company has passed through postal ballot/e-voting. The requisite majority of public shareholders has voted in favour of the resolution and has, therefore, approved the Scheme.

The High Court of Calcutta appointed Mr. Somen Bose, as the Chairman of the Court convened meeting of shareholders of the Company. The Scrutinizers of the Court convened meeting of shareholders have submitted their report to the Chairman of the Court convened meeting of shareholders appointed by the High Court of Calcutta, and on the basis of such report received from the Scrutinizers, the Chairman appointed by the High Court of Calcutta, today i.e., on 16th July, 2015, has declared that the resolution for the Scheme of Amalgamation between Kalindee and the Company has passed with requisite majority in number representing more than three-fourths in value of the equity shareholders, present and voting either in person or by proxy or through their authorized representatives at the meeting.



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The details of the voting results of the Postal Ballot/E-voting and the Court convened meeting of shareholders in the required format are enclosed in Schedule 1A and Schedule 1B respectively.

Submitted for your kind reference and records.

Thanking you,

Yours faithfully,
For Texmaco Rail & Engineering Limited


D. H. Kela
Executive Director

Encl: a/a



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Schedule 1A

Results of postal ballot/e-voting conducted in terms of Notice dated 9th June, 2015 sent to the public shareholders of the Company

<i>Promoter/Public</i>	<i>No. of shares held (1)</i>	<i>No. of votes polled (2)</i>	<i>% of Votes Polled on outstanding shares (3) = [(2)/(1)]* 100</i>	<i>No. of Votes – in favour (4)</i>	<i>No. of Votes – against (5)</i>	<i>% of Votes in favour on votes polled (6) = [(4)/(2)]* 100</i>	<i>% of Votes against on votes polled (7) = [(5)/(2)]* 100</i>
Promoter and Promoter Group	115127010	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public – Institutional holders	66951832	59166788	88.37	59029822	0	99.77	Nil
Public-Others	27985131	24282	0.09	23781	122	97.94	0.50
Total	210063973	59191070	28.18	59053603	122	99.77	0.00



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Schedule 1B

Results of court convened meeting of equity shareholders conducted in terms of order dated 14th May, 2015 passed by the High Court of Calcutta

<i>Promoter/Public</i>	<i>No. of shares held (1)</i>	<i>No. of votes polled (2)</i>	<i>% of Votes Polled on outstanding shares (3) = [(2)/(1)] *100</i>	<i>No. of Votes – in favour (4)</i>	<i>No. of Votes – against (5)</i>	<i>% of Votes in favour on votes polled (6) = [(4)/(2)] *100</i>	<i>% of Votes against on votes polled (7) = [(5)/(2)] *100</i>
Promoter and Promoter Group	115127010	115127010	100.00	115127010	Nil	100.00	Nil
Public – Institutional holders	67745472	46968987	69.33	46850027	Nil	99.75	Nil
Public-Others	27191491	40916	0.15	40404	4	98.75	0.01
Total	210063973	162136913	77.18	162017441	4	99.93	0.00