



Texmaco Infrastructure & Holdings Limited

1st March, 2022

TEXINFRA

Rakesh Parekh

Special Assistant

Listing Compliance

BSE Ltd.

P. J. Towers, Dalal Street,

Mumbai - 400001

Dear Sir,

**Sub: Discrepancy in disclosure under Regulation 29 of SEBI (SAST) Regulations 2011.
Texmaco Rail & Engineering Ltd. Scrip Code - 533326**

This is in reference to your email dated 28th February, 2022 on the captioned subject.

In terms of Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 '*Any person, who together with persons acting in concert with him, holds shares or voting rights entitling them to five per cent or more of the shares or voting rights in a target company, shall disclose the number of shares or voting rights held and change in shareholding.....; and such change exceeds two per cent of total shareholding or voting rights in the target company*'.

Further, Texmaco Rail & Engineering Limited ('TexRail') had intimated us on 2nd December, 2021 about allotment of equity shares under Rights Issue to the Promoter / Promoter group and accordingly our percentage of shareholding has been changed **without any acquisition or sale of equity shares** of TexRail by us i.e. from 23.37% to 18.18% (overall change of -5.19%).

In accordance to the aforesaid Regulations and intimation as stated above received from TexRail, we made a disclosure to the Stock Exchanges. We are now enclosing herewith the revised disclosure containing the clarification along with covering letter dated 1st March, 2022.

We hope that the above clarifies your query and in case you require any further clarifications please let us know.

Thanking you,

Yours faithfully

For **Texmaco Infrastructure & Holdings Limited**


Rahul Harsh

Company Secretary &
Compliance Officer



Regd. Office : Belgharia, Kolkata 700056 . Ph +91 033 2569 1500 . Fax 2541 1722 / 2448

Email : texmail@texmaco.in Website : www.texinfra.in

CIN: L70101WB1939PLC009800



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1st March, 2022

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Special Assistant

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BSE Ltd.

P. J. Towers, Dalal Street,

Mumbai - 400001

Dear Sir,

We refer your email dated 28th February, 2022 and are enclosing herewith the revised disclosure under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 with the information stated therein as desired.

We hope that the revised disclosure clarifies your query.

Thanking you,

Yours faithfully

For **Texmaco Infrastructure & Holdings Limited**

Harsh.

Rahul Harsh

Company Secretary &
Compliance Officer



CC:

National Stock Exchange of India Ltd.

Exchange Plaza, C-1, Block G,

Bandra Kurla Complex

Bandra (E), Mumbai – 400051

Regd. Office : Belgharia , Kolkata 700056 . Ph +91 033 2569 1500 . Fax 2541 1722 / 2448

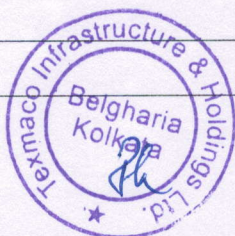
Email : texmail@texmaco.in Website : www.texinfra.in

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REVISED

**Disclosures under Regulation 29(2) of
the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	Texmaco Rail & Engineering Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer -Texmaco Infrastructure & Holdings Limited PACs – as per Annexure A		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. National Stock Exchange of India Ltd. 2. BSE Limited		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC(**)
Before the acquisition/sale under consideration, holding of :			
a) Shares carrying voting rights	5,85,00,000	23.37	23.37
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	5,85,00,000	23.37	23.37
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	-	-	-
b) VRs acquired/sold otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
d) Shares encumbered / invoked / released by the acquirer.	-	-	-
e) Total (a+b+c+/-d)	-	-	-
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	5,85,00,000	18.18	18.18
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
e) Total (a+b+c+d)	5,85,00,000	18.18	18.18



Mode of acquisition/sale (e.g. open market / off-Market / public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Percentage of shareholding has changed without any acquisition or sale of equity shares of Texmaco Rail & Engineering Limited i.e. from 23.37% to 18.18%.
Date of acquisition/sale of share/VR or date of receipt of intimation of allotment of shares, whichever is applicable.	Texmaco Rail & Engineering Limited had intimated us on 2 nd December, 2021 about allotment of equity shares under Rights Issue to the Promoter / Promoter group and accordingly our percentage of shareholding has changed without any acquisition or sale of equity shares i.e. from 23.37% to 18.18%.
Equity share capital / total voting capital of the TC before the said acquisition/sale	25,03,43,252 Equity Shares of Re. 1/- each fully paid up
Equity share capital/ total voting capital of the TC after the said acquisition/sale	32,18,69,895 Equity Shares of Re. 1/- each fully paid up
Total diluted share/voting capital of the TC after the said acquisition/sale	32,18,69,895 Equity Shares of Re. 1/- each fully paid up

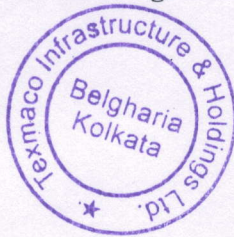
Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For Texmaco Infrastructure & Holdings Limited

Harsh
Rahul Harsh
Company Secretary &
Compliance Officer



Place: Kolkata
Date: 01/03/2022

Annexure A**List of Persons Acting in Concert (PAC) with the Acquirer**

Forming part of Disclosure made under Regulation 29(2) dated 01/03/2022 by
Texmaco Infrastructure & Holdings Limited

Sr. No.	Names of Person Acting in Concert (PAC)
1.	Saroj Kumar Poddar (as an Individual)
2.	Saroj Kumar Poddar (as a Karta)
3.	Saroj Kumar Poddar (as Trustee - Saroj and Jyoti Poddar Holdings Private Trust)
4.	Jyotsna Poddar
5.	Shradha Agarwala
6.	Puja Poddar
7.	Akshay Poddar
8.	Aashti Agarwala
9.	Kumari Anisha Agarwala
10.	Adventz Finance Private Limited
11.	Abhishek Holdings Private Limited
12.	Adventz Investment Company Private Limited
13.	Adventz Securities Enterprises Limited
14.	Duke Commerce Limited
15.	Eureka Traders Private Limited
16.	Greenland Trading Private Limited
17.	Indrakshi Trading Company Private Limited
18.	Jeewan Jyoti Medical Society
19.	Master Exchange and Finance Limited
20.	New Eros Tradecom Limited
21.	Premium Exchange and Finance Limited
22.	Zuari Global Limited
23.	Zuari Investments Limited

