



**Dated: 25th February 2021**

**The Company Secretary**  
**Texmaco Rail & Engineering Limited**  
Belgharia, Kolkata - 700056

**National Stock Exchange of India Limited**  
Exchange Plaza,  
Plot no. C/1, G Block,  
Bandra-Kurla Complex  
Bandra (E)  
Mumbai - 400 051

**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

Dear Sir,

Sub: Disclosure under regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

We have been allotted 93,54,839 equity shares of Texmaco Rail & Engineering Limited on 23<sup>rd</sup> February, 2021 (intimated by the Company on 24<sup>th</sup> February, 2021) on preferential basis against conversion of loan into equity shares, availed by Texmaco Rail & Engineering Limited from our Company.

Please find enclosed the disclosure as required under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011. Our total holding in your company including the above shares stands at 1,79,82,239 shares i.e. 7.18% of the total paid up Share Capital of Texmaco Rail & Engineering Limited.

Thanking you,  
Yours faithfully

**For Adventz Finance Private Limited**

*Nishal Garodia* **VISHAL GARODIA**  
**Company Secretary** **COMPANY SECRETARY**  
**MEM NO. 46325**  
**ACS**

Encl: As above

**ADVENTZ FINANCE PRIVATE LIMITED**

Hongkong House, 31 B. B. D. Bagh (South), Kolkata - 700 001, Tel.: +91-33-2248 8891/92

Fax: +91-33- 2243 7215 Email: corp@poddarheritage.com

CIN : U65993WB1996PTC079012

**FORMAT FOR DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

1. Name of the Target Company (TC)	TEXMACO RAIL & ENGINEERING LIMITED		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	ACQUIRER – ADVENTZ FINANCE PRIVATE LIMITED PAC - AS PER ANNEXURE A		
3. Whether the acquirer belongs to Promoter/Promoter group	YES		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	1. BSE LIMITED 2. NATIONAL STOCK EXCHANGE OF INDIA LTD		
5. Details of the acquisition / disposal as follows	<b>Number</b>	<b>% w.r.t. total share/voting capital wherever applicable(*)</b>	<b>% w.r.t. total diluted share/voting capital of the TC (**)</b>
Before the acquisition/sale under consideration, holding of :			
a) Shares carrying voting rights	8627400	3.84	3.84
b) Shares in the nature of encumbrance (pledge/ lien / non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by equity 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)	-	-	-
<b>e) Total (a+b+c+d)</b>	<b>8627400</b>	<b>3.84</b>	<b>3.84</b>
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	9354839	3.74	3.74
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	-	-	-
<b>e) Total (a+b+c+d)</b>	<b>9354839</b>	<b>3.74</b>	<b>3.74</b>
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	17982239	7.18	7.18
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	-	-	-
<b>e) Total (a+b+c+d)</b>	<b>17982239</b>	<b>7.18</b>	<b>7.18</b>
6. Mode of acquisition/sale (e.g. open market / off-market / public-issue / rights issue / preferential allotment / inter-se transfer etc.)	Preferential allotment on conversion of loan into equity shares		
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	24/02/2021 (Received intimation on 24 <sup>th</sup> February, 2021)		
8. Equity share capital / total voting capital of the TC before the said acquisition/sale	22,48,59,382 Equity Shares of Re 1/- each fully paid up		
9. Equity share capital/ total voting capital of the TC after the said acquisition/sale	25,03,43,252 Equity Shares of Re 1/- each fully paid up		
10. Total diluted share/voting capital of the TC after the said acquisition/sale	25,03,43,252 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 Adventz Finance Private Limited

*Vishal Garodia*

**VISHAL GARODIA**  
**COMPANY SECRETARY**  
**MEM NO. 46325**  
**ACS**

Company Secretary  
Signature of the acquirer  
Place: KOLKATA  
Date: 25/02/2021

**ANNEXURE A**

Forming part of Disclosure under Regulation 29(2) dated 25/02/2021 by Adventz Finance Pvt. Ltd

Sl. No.	Names of Person Acting in Concert(PAC)
1	AASHTI AGARWALA
2	ABHISHEK HOLDINGS PRIVATE LIMITED
3	ADVENTZ INVESTMENT COMPANY PRIVATE LIMITED
4	ADVENTZ SECURITIES ENTERPRISES LIMITED
5	AKSHAY PODDAR
6	ANISHA AGARWALA
7	DUKE COMMERCE LIMITED
8	EUREKA TRADERS PRIVATE LIMITED
9	GREENLAND TRADING PRIVATE LIMITED
10	INDRAKSHI TRADING COMPANY PRIVATE LIMITED
11	JEEWAN JYOTI MEDICAL SOCIETY
12	JYOTSNA PODDAR
13	MASTER EXCHANGE & FINANCE LIMITED
14	NEW EROS TRADECOM LIMITED
15	PREMIUM EXCHANGE AND FINANCE LIMITED
16	PUJA PODDAR
17	SAROJ KUMAR PODDAR
18	SAROJ KUMAR PODDAR (AS KARTA OF SAROJ & CO. HUF)
19	SAROJ KUMAR PODDAR (AS TRUSTEE OF SAROJ AND JYOTI PODDAR HOLDINGS PRIVATE TRUST)
20	SHRADHA AGARWALA
21	TEXMACO INFRASTRUCTURE & HOLDINGS LIMITED
22	ZUARI GLOBAL LIMITED
23	ZUARI INVESTMENTS LIMITED

For Adventz Finance Private Limited

*Vishal Garodia*

Company Secretary

**VISHAL GARODIA**  
**COMPANY SECRETARY**  
**MEM NO. 46325**  
**ACS**

Place: Kolkata

Date: 25/02/2021