



Date: 25th January, 2022

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

This is to inform you that the Hon'ble National Company Law Tribunal, Kolkata bench, *vide* its order dated 30th November, 2021 (obtained on 27th December 2021) approved the scheme of amalgamation amongst Adventz Investment Company Private Limited ("**AICPL**"), Sanghashree Investment & Trading Company Limited and Ricon Commerce Limited with Adventz Finance Private Limited ("**AFPL**") ("**Scheme**"). The scheme was filed with the Registrar of Companies, West Bengal and made effective on 21st January, 2022 ("**Effective Date**"). Pursuant to the Scheme, on the Effective Date, 30,35,710 equity shares of Texmaco Rail & Engineering Limited ("**Company**") held by AICPL vested into AFPL.

In this regard, please find enclosed the requisite disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011, for your perusal and record.

Thanking you,
Yours faithfully

For **Adventz Finance Private Limited**

Vishal Garodia
Company Secretary

VISHAL GARODIA
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

DISCLOSURE 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 ("Target Company")		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer – Adventz Finance Private Limited ("Acquirer") 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 Limited		
5. 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	19341239	6.01	6.01
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)	-	-	-
e) Total (a+b+c+d)	19341239	6.01	6.01
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	3035710	0.94	0.94
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)	3035710	0.94	0.94
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	22376949	6.95	6.95
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other			

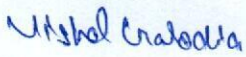
instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
e) Total (a+b+c+d)	22376949	6.95	6.95
6. Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Pursuant to the receipt of the order passed by the Hon'ble National Company Law Tribunal, Kolkata bench on 30 th November, 2021 (obtained on 27 th December 2021) in relation to the scheme of amalgamation <i>inter alia</i> amongst Adventz Investment Company Private Limited ("AICPL"), with Adventz Finance Private Limited ("AFPL") ("Scheme"), 30,35,710 equity shares of the Target Company held by AICPL vested into AFPL.		
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	21 st January, 2022 (i.e. date of filing of certified copy of Court Order with Registrar of Companies, West Bengal)		
8. Equity share capital / total voting capital of the TC before the said acquisition/sale	32,18,69,895 Equity Shares of Re 1/- each fully paid up		
9. 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		
10. Total diluted share/voting capital of the TC after the said acquisition	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 Adventz Finance Private Limited


Company Secretary
Signature of the acquirer
Place: KOLKATA
Date: 25th January, 2022

VISHAL GARODIA
COMPANY SECRETARY
MEM NO. 46325
ACS

ANNEXURE A

Forming part of Disclosure under Regulation 29(2) dated 25/01/2022 by Adventz Finance Pvt. Ltd

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

For Adventz Finance Private Limited

Vishal Garodia

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Company Secretary

Place: Kolkata

Date: 25th January, 2022