

3rd September, 2024

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

Dear Sir(s),

Subject: Disclosure under Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time

This is in furtherance to our earlier intimation dated 25th July 2024, notifying the exchange(s) about the acquisition of all of the rights, title and interest in all of the securities of Jindal Rail Infrastructure Limited (“**JRIL**”) held by the existing security holders of JRIL on a fully diluted basis, by the Company from JRIL’s existing security holders, namely, JITF Urban Infrastructure Service Limited (“**JUISL**”) and Siddeshwari Tradex Private Limited (“**STPL**”) pursuant to the execution of (a) a securities purchase agreement with JUISL and JRIL for acquisition of all of the rights, title and interest in all of the securities held by JUISL in JRIL, on a fully diluted basis, (b) a securities purchase agreement with STPL for acquisition of all of the rights, title and interest in all of the securities held by STPL in JRIL, and (c) any other transaction related documents with JRIL and the existing security holders of JRIL.

We would now like to inform you that the Company has today i.e. 3rd September 2024 completed the acquisition of all of the rights, title and interest in all of the securities of JRIL held by the existing security holders of JRIL on a fully diluted basis. Consequently, JRIL has become a wholly owned subsidiary of the Company.

Please refer to Annexure A for the disclosure under Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circulars SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 and SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023.

This is for your information and record.

Thanking you,

Yours faithfully,

For **Texmaco Rail & Engineering Limited**

K. K. Rajgaria
Company Secretary &
Compliance Officer

An adventz group company

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CIN: L29261WB1998PLC087404

Annexure A

Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Details
Name of the target entity, details in brief such as size, turnover, etc.	Name: Jindal Rail Infrastructure Limited Turnover: FY 2023-24: Rs. 748.37 Crores
Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”	Not applicable.
Industry to which the entity being acquired belongs	Manufacturing (Rail wagons)
Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	The acquisition will (a) aim towards leadership in special purpose private freight rolling stock both domestic and international; (b) open opportunities for new product lines including Other Rolling Stocks; and (c) contribute to the Company’s presence in Western India along with unique opportunities for enhanced exports.
Brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable
Indicative time period for completion of acquisition;	The Company has completed the acquisition today, i.e., on 3 rd September 2024
Nature of consideration – whether cash consideration or share swap and details of the same;	Cash
Cost of acquisition or the price at which the shares are acquired;	(a) The Company has paid to JUISL an aggregate consideration amount of INR 464.36 Crores after making adjustments at closing in accordance with the JUISL SPA. (b) The Company has paid to STPL an aggregate consideration amount of INR 150 Crores in accordance with the STPL SPA.

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Particulars	Details
Percentage of shareholding / control acquired and/ or number of shares acquired;	The Company has acquired all of the rights, title and interest in all of the securities of JRIL, on a fully diluted basis, from the existing security holders of JRIL.
Brief background about the entity acquired in terms of products/ line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>Date of incorporation: 25th May 2007</p> <p>Business: JRIL is involved in manufacturing of rail wagons and designing, engineering, and providing project execution services related to wagons.</p> <p>History of last 3 years turnover:</p> <p>FY2023-24: Rs 748.37 Crores FY2022-23: Rs 355.57 Crores FY2021-22: Rs 256.71 Crores</p> <p>Country of presence: India</p>

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