

Texmaco Rail & Engineering Ltd.

Belgharia Works

CIN No.: L29261WB1998PLC087404

GSTIN No. 19AABCT2592E1ZA



TEXMACO

1st March, 2021

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 Sirs,

We would like to inform you that the Board of Directors ('Board') at its Meeting held today, i.e. 1st March, 2021 has *inter-alia*, approved the following:

- i. issuance of Equity Shares of the Company by way of preferential issue to promoter(s) / promoter group, for an amount not exceeding Rs. 115 Crore (Rupees One Hundred Fifteen Crore) in accordance with the provisions of the Companies Act, 2013 and rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended from time to time), and other applicable laws, including for consideration other than cash / conversion of loan;

For the purpose of giving effect to the above proposed issuance of securities, the Board has authorised its Capital Issue Committee, which was formed earlier by the Company to decide the structure, terms and conditions thereof and all other matters related thereto;

Details required to be disclosed in this regard in terms of the Continuous Disclosure Requirements for Listed Entities pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in **Annexure**.

- ii. convening an Extra Ordinary General Meeting of the Shareholders on Thursday, 25th March, 2021 through Video Conference for:
 - a) the approval to the preferential issue as recommended and;
 - b) to adopt the Memorandum of Association of the Company (as amended) and the Articles of Association of the Company aligned with the provisions of the Companies Act, 2013.

The Meeting commenced at 3:30 p.m. and concluded at 5:25 p.m.

This is for your information and record.

Thanking you,

Yours faithfully,

For **Texmaco Rail & Engineering Limited**


Ravi Varma
Company Secretary &
Compliance Officer



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Texmaco Rail & Engineering Ltd.**Belgharia Works****CIN No.: L29261WB1998PLC087404****GSTIN No. 19AABCT2592E1ZA****TEXMACO****Annexure**

Types of Securities proposed to be issued	Equity Shares
Type of Issuance	Preferential Issue - partly for consideration other than cash / conversion of loan.
Total Number of Securities Proposed to be issued or the total amount for which securities will be issued (approximately)	Equity Shares to be issued to M/s. Zuari Global Limited for cash consideration up to Rs. 90 crore (Rupees Ninety Crore). Equity Shares to be issued to M/s. Adventz Finance Private Limited for consideration other than cash / conversion of loan of Rs. 25 crore (Rupees Twenty Five Crore).
Names of the Investors	M/s. Zuari Global Limited M/s. Adventz Finance Private Limited

