

TEXMACO RAIL & ENGINEERING LIMITED

CIN: L29261WB1998PLC087404

Registered Office: Belgharia, Kolkata - 700056

Phone No.: (033) 2569 1500; Fax No.: (033) 2541 2448

Website: www.texmaco.in; Email: texrail_cs@texmaco.in

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Notice (**'Notice'**) is hereby given pursuant to Section 110 of the Companies Act, 2013 (**'Act'**) and other applicable provisions, if any, of the Act read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, General Circular No. 11/2022 issued by the Ministry of Corporate Affairs read with other circulars issued for this purpose from time to time (**'MCA Circulars'**), all other applicable rules framed under the Act, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**), and the Secretarial Standards issued by the Institute of Company Secretaries of India and other applicable laws, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, to the Members of Texmaco Rail & Engineering Limited (**'Company'**), to consider and if thought fit to pass the Resolutions as set out below which are proposed to be passed through postal ballot by electronic means only (**'remote e-voting'**).

The proposed Resolutions along with the explanatory statement pursuant to Section 102 of the Act and other applicable laws, setting out the material facts and the reasons thereof, is appended to this Notice. Only Members of the Company as on **Friday, 15th September, 2023 (i.e., the cut-off date)** are entitled to vote on the proposed Resolutions, and any other person who is not a Member of the Company as of the cut-off date shall treat this Notice for information purpose only.

In compliance with the MCA Circulars, the Company is sending the Notice only in electronic form. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the Company is providing the remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The Members can vote on Resolution only through remote e-voting facility. Assent or dissent of the Members on the Resolution mentioned in the Notice would be taken only through the remote e-voting.

The Company has availed the services of M/s. KFin Technologies Limited, who is also the Registrar & Share Transfer Agent of the Company, for providing remote e-voting facility for exercising postal ballot.

The Board of Directors of the Company has appointed Ms. Geeta Roy Chowdhury, Practicing Company Secretary (Membership No. F7040) as the Scrutinizer, who consented to act as such, to conduct the process of the postal ballot by electronic means, in a fair and transparent manner.

The remote e-voting period commence at **9:00 a.m. on Sunday, 24th September, 2023 and ends at 5:00 p.m. on Monday, 23rd October, 2023.**

The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e., **Monday, 23rd October, 2023.**

You are requested to peruse the proposed Resolutions along with the explanatory statement and thereafter record your assent or dissent by means of remote e-voting facility, as provided by the Company.

SPECIAL BUSINESS:

ITEM NO.1

Issuance of Equity Shares of the Company on Preferential Basis:

To consider and if thought fit, to pass with or without modification(s) the following resolution as a SPECIAL RESOLUTION:

"RESOLVED that pursuant to the provisions of Sections 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (**'Act'**) and the Rules framed thereunder and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**), Securities and Exchange Board of India (Issue of

Capital and Disclosure Requirements) Regulations, 2018 ('ICDR Regulations'), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable rule(s)/ regulation(s)/ circular(s)/ notification(s)/ guideline(s) as issued thereunder by Government of India, the Ministry of Corporate Affairs ('MCA'), the Securities and Exchange Board of India ('SEBI') and / or the Stock Exchanges where the Equity Shares of the Company are listed and the provisions of the Memorandum and Articles of Association of the Company, the listing agreement entered into with BSE Limited and National Stock Exchange of India Limited and subject to all necessary approval(s), permission(s), sanction(s)

and consent(s), if any, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include any duly constituted Committee of Directors thereof to exercise its powers including powers conferred under this Resolution) to create, offer, issue and allot up to 33,78,375 (Thirty Three Lakhs Seventy Eight Thousand Three Hundred Seventy Five) Equity Shares of the face value of Re. 1/- (Rupee One) each fully paid up ('Equity Shares'), for cash consideration by way of a preferential issue on a private placement basis, to

Sl. No.	Name of the Proposed Investor	Category of Investor	No. of Equity Shares to be allotted
1.	Adventz Finance Private Limited	Promoter Group	27,02,700 (Twenty Seven Lakhs Two Thousand Seven Hundred)
2.	Saroj Kumar Poddar (as an Individual)	Promoter Group	6,75,675 (Six Lakhs Seventy Five Thousand Six Hundred Seventy Five)

Adventz Finance Private Limited and Saroj Kumar Poddar (as an Individual) (collectively the "**Investors**"), for total cash consideration of not exceeding ₹ 50 Crores (Rupees Fifty Crore), by way of issue at a price of ₹ 145/- (Rupees One Hundred Forty Five) (including a premium of ₹ 144/- per Equity Share), provided that the allotment of such Equity Shares shall be within the thresholds as stipulated under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('Takeover Regulations') and that the minimum price of Equity Shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the ICDR Regulations for preferential issue on such terms and conditions, as are stipulated in the Explanatory Statement annexed hereto and as the Board may deem fit in its absolute discretion."

"FURTHER RESOLVED that the Equity Shares of the Company being created, offered, issued and allotted to the Investors by way of preferential issue on a private placement basis shall, *inter-alia*, be subject to the following:

- 100% of the consideration for the preferential issue shall be payable on or before the date of the allotment of the Equity Shares;
- The monies received from the Investors for subscription of the Equity Shares pursuant to this preferential issue shall be kept in a separate bank account opened by the Company for this purpose and shall be utilized in accordance with the provisions of the Act and the Listing Regulations;
- The Investors shall be required to bring in the entire consideration for the Equity Shares to be allotted and the consideration for allotment of Equity shares shall be paid to the Company from the bank account of the Investors;

- The Equity Shares so offered, issued and allotted to the Investors, shall be issued for cash consideration only;
- The Equity Shares shall be issued and allotted to the Investors in dematerialised form within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 (Fifteen) days shall be counted from the last date of receipt of such approval or permission;
- The Equity Shares to be offered, issued and allotted shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company in all respects including the payment of dividend and voting rights and be subject to the requirements of all applicable laws and the provisions of the Memorandum and Articles of Association of the Company;
- The "Relevant Date" as per the ICDR Regulations for the determination of the minimum price for Equity Shares to be issued is fixed as Friday, 22nd September, 2023 being the preceding working day to the date 30 (thirty) days prior to the last date for remote e-voting for postal ballot (on which date this Resolution, if approved by the requisite majority through postal ballot, will be deemed to be passed) i.e. 23rd October, 2023;
- The Equity Shares to be created, offered, issued and allotted to the Investors shall be subject to lock-in as provided under the applicable provisions of the ICDR Regulations; and
- The Equity Shares so offered, issued and allotted to the Investors will be listed and traded on the Stock Exchanges, where the Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be."

“FURTHER RESOLVED that the approval of the members be and is hereby accorded to issue to the Investors, a private placement offer letter in Form PAS – 4 pursuant to Section 42 of the Act and the Rules framed thereunder, to subscribe to the aforesaid Equity Shares by way of preferential issue on a private placement basis.”

“FURTHER RESOLVED that the consideration received for allotment of Equity Shares to the Investors shall be utilised for the following purposes:

Nature of utilization	Amount (₹)	Tentative timeline for utilisation
Working Capital Requirements	Up to 50 Crores (Rupees Fifty Crores)	On or before 31 st March, 2024
Total	50 Crores	”

“FURTHER RESOLVED that for the purpose of giving effect to this resolution, the Board, be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable and expedient for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the number of Equity Shares to be allotted to the Investors, effecting any modifications, changes, variations, alterations, additions and/or deletions or issuing clarifications to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, making applications to the stock exchanges for obtaining in principle approvals, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of Equity Shares without being required to seek any further consent or approval of the members of the Company and that the decision of the Board in this regard shall be final and conclusive.”

“FURTHER RESOLVED that the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by this resolution to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.”

“FURTHER RESOLVED that all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing Resolution be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO.2

To raise capital by way of a qualified institutions placement to eligible investors through issuance of equity shares:

To consider and if thought fit, to pass with or without modification(s) the following resolution as a SPECIAL RESOLUTION:

“RESOLVED that pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Rules framed thereunder and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (‘ICDR Regulations’), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by the Government of India, Ministry of Corporate Affairs (‘MCA’), the Reserve Bank of India (‘RBI’), BSE Limited and National Stock Exchange of India Limited (collectively ‘Stock Exchanges’), the Securities and Exchange Board of India (‘SEBI’) and / or the Stock Exchanges where the Equity Shares of the Company are listed and the provisions of the Memorandum and Articles of Association of the Company, the listing agreement entered into with BSE Limited and National Stock Exchange of India Ltd., the provisions of the Foreign Exchange Management Act, 1999 and the Rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (‘FEMA’), the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India and / or any other regulatory/statutory authorities, in India or abroad from time to time, to the extent applicable and subject to such approvals, permits, consents and sanctions, if any, of any regulatory/statutory authorities and guidelines and clarifications issued thereon from time to time, the consent, authority and approval of the members be and is hereby accorded to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable law) with or without green shoe option, such number of Equity Shares in accordance with applicable law, in the course of domestic and / or international offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount not exceeding ₹ 1,000 Crore (Rupees One Thousand Crore) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Equity Shares) in one or more tranches, at such price or prices as may be permissible under applicable

law by way of a qualified institutions placement of equity shares ('QIP') in accordance with the provisions of Chapter VI of the ICDR Regulations and other applicable laws, to eligible qualified institutional buyers ('QIBs') (as defined in the ICDR Regulations), whether or not such investors are members of the Company, to all or any of them, jointly or severally through an Issue/placement document as may be deemed appropriate, in the sole discretion by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any duly constituted Committee of Directors thereof to exercise its powers including powers conferred under this Resolution) in such manner and on terms and conditions, including the terms of the issuance, security, and at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and/or as may be permitted by the relevant regulatory / statutory authority, [with authority to retain over subscription up to such percentage as may be permitted under applicable regulations], in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion (the "Issue") at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the book running lead manager(s) and/or underwriter(s) and/or other advisor(s) to be appointed by the Company for such issue and without requiring any further approval or consent from the shareholders."

"FURTHER RESOLVED that pursuant to the above-mentioned resolutions:

- a) the Equity Shares proposed to be issued, offered and allotted shall be fully paid up and dematerialized and shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Act and other applicable laws;
- b) the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects including entitlement to dividend and voting rights, if any, from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- c) a minimum of 10% of the Equity Shares shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs, in accordance with the ICDR Regulations."

"FURTHER RESOLVED that the allotment of Equity Shares shall only be to QIBs as defined in the ICDR Regulations and shall be completed within a period of 365 days from the date of passing of this special resolution by the shareholders of the Company or

such other time as may be allowed under the ICDR Regulations from time to time. The Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolution."

"FURTHER RESOLVED that subject to applicable laws, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or any other committee duly authorized by the Board decides to open the QIP of Equity Shares as eligible securities, in accordance with applicable laws, rules, regulations and guidelines in relation to the proposed issue of Equity Shares, or such date as may be permitted under ICDR Regulations, as amended."

"FURTHER RESOLVED that the Equity Shares shall not be eligible to be sold by the allottee(s) for a period of one year from the date of allotment, except on a recognized stock exchange, or such other time except as may be allowed under the ICDR Regulations from time to time and no single allottee shall be allotted more than fifty per cent of the issue size and the minimum number of allottees shall be as per the ICDR Regulations."

"FURTHER RESOLVED that any issue of Equity Shares shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations ('QIP Floor Price') and the Board may, at its absolute discretion and in consultation with the book running lead managers, also offer a discount of not more than 5% (five per cent) or such other percentage as may be permitted under applicable law to the QIP Floor Price."

"FURTHER RESOLVED that the Board shall have the authority to decide, at such price or prices in such manner and where necessary, in consultation with the book running lead managers and/or underwriters and/or other advisors or otherwise on such terms and conditions as the Board may, in its absolute discretion, decide in terms of ICDR Regulations, and all other applicable laws, regulations and guidelines, whether or not such investor(s) are existing members of the Company, at a price not less than the price as determined in accordance with relevant provisions of the ICDR Regulations or other applicable laws."

"FURTHER RESOLVED that for the purpose of giving effect to any offer, issue or allotment of Equity Shares, the Board be and is hereby authorised on behalf of the Company to seek listing of such Equity Shares, on one or more Stock Exchanges in India."

"FURTHER RESOLVED that the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed by the Board."

“FURTHER RESOLVED that without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Equity Shares may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, and the Board be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Equity Shares that are not subscribed in accordance with applicable laws.”

“FURTHER RESOLVED that for the purpose of giving effect to the Issue, the Board be and is hereby authorized, on behalf of the Company, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the Issue, including the finalization and approval of the draft as well as final offer document(s), and any addendum or corrigendum thereto, as applicable, with any applicable regulatory authorities or agencies, as may be required, determining the form and manner of the Issue, utilization of the issue proceeds and since the issue size exceeds ₹ 100 crore, to make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI, in accordance with ICDR Regulations, authorising any Director(s) or Officer(s) of the Company to sign offer documents, execute any necessary documents, agreements, forms, deeds, appointment of intermediaries, open and close the period of subscription of the Issue, determine the issue price, premium amount on issue, if any, signing of declarations, file any necessary forms with regulatory authorities and allot the Equity Shares and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient, and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle or give instructions or directions for settling all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and that the decision of the Board in this regard shall be final and conclusive.”

“FURTHER RESOLVED that the Board be and is hereby authorised to appoint/ engage book running lead manager(s), underwriters, intermediaries, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, guarantors, stabilizing agents, and all such persons/agencies as are or may be required to be appointed, involved or concerned in such Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc. with such agencies and to seek the listing of such Equity Shares issued on the Stock Exchanges where the Equity Shares of the Company are listed.”

“FURTHER RESOLVED that for the purpose of giving effect to the above, the Board, in consultation with the book running lead managers, underwriters, advisors and/or other persons as appointed by the Company, be and is hereby authorized to determine the form and terms of the Issue, including the class of investors to whom the Equity Shares are to be allotted, number of Equity Shares to be allotted, issue price (including premium, if any), face value, premium amount on issue, number of Equity Shares, the price, premium or discount on issue, book closure and related or incidental matters, listing on one or more stock exchanges in India and/or abroad, as the Board in its absolute discretion deems fit.”

“FURTHER RESOLVED that the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred by this resolution herein to any committee of directors or any director(s) or officer(s) of the Company, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may consider necessary, desirable or expedient and deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue.”

Belgharia,
Kolkata - 700056
Dated: 21st September, 2023

By the order of the Board
K. K. Rajgaria
Company Secretary

NOTES AND INSTRUCTIONS:

The Ministry of Corporate Affairs ('MCA') vide General Circular No. 11/2022 read with other circulars issued for this purpose from time to time ('MCA Circulars') has permitted the companies to transact items through postal ballot in accordance with the framework provided therein, in compliance with the applicable provisions of the Companies Act, 2013 ('Act') & the Rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

1. The Explanatory Statement pursuant to Section 102 of the Act & Rules framed thereunder in respect of the business as set out in the Notice is annexed hereto.
 2. (i) The Board of Directors of the Company has appointed Ms. Geeta Roy Chowdhury, Practicing Company Secretary as the scrutinizer to conduct the process of the postal ballot, by electronic means, in a fair and transparent manner.

(ii) The Company has availed the services of M/s. KFin Technologies Limited ('KFin'), who is also the Registrar & Share Transfer Agent ('RTA') of the Company, for providing remote e-voting facility for exercising postal ballot through electronic means only.
 3. The Notice is being sent through email only and accordingly, the approval of the Members is being sought through remote e-voting. The Physical copies of the Notice along with Postal Ballot form and postage prepaid self addressed business reply envelope are not being sent to the Members.
 4. The Notice is being sent to / published / displayed for all the Members whose names appear in the Register of Members / list of beneficial owners as received from National Securities Depository Limited ('NSDL')/ Central Depository Services (India) Limited ('CDSL') as on Friday, 15th September, 2023, in accordance with the provisions of the Act, read with the Rules framed thereunder and the framework provided under the MCA Circulars. The Notice will also be available on the website of the Company at www.texmaco.in and the Stock Exchanges, where the equity shares of the Company are listed i.e., BSE Limited (www.bseindia.com) & the National Stock Exchange of India Ltd. (www.nseindia.com) and KFin at <https://evoting.kfintech.com/public/Downloads.aspx>. The Company has also made arrangements for the shareholders, who have not yet registered their email addresses to get the same registered by following the procedure as prescribed in the Notice.
 5. The procedure for registering / updating the email address for those shareholders, who have not yet registered / updated the same, is mentioned below:
 - a. Those Shareholders who are holding shares in physical mode and who have not yet updated their e-mail address, mobile no., bank details, postal address with PIN etc., are requested to update the same by submitting duly filled in Form ISR-1 with supporting documents to the RTA. Form ISR-1 can be downloaded at the link: <https://ris.kfintech.com/clientservices/jsc/default.aspx>.
 - b. Those Shareholders who are holding shares in dematerialised mode and have not registered / updated their email address / mobile no. with their Depository Participant(s), are requested to register / update their email address with the relevant Depository Participant(s).
- The Company has also made arrangements to publish notice in newspapers namely, Financial Express and Aajkaal informing the shareholders the aforesaid procedure to register their email address with the Depository Participant(s)/ RTA/ the Company.
6. Corporate/Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to send a certified copy of Board Resolutions, Authority letter (PDF/JPG) etc., authorising their representative(s) to vote, to the Scrutinizer through e-mail at geetaroychowdhury@gmail.com with a copy marked to einward.ris@kfintech.com.
 7. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members as on **Friday, 15th September, 2023** (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories i.e. NSDL & CDSL as on the cut-off date will be entitled to cast their votes by remote e-voting.
 8. A Member cannot exercise his vote by proxy on postal ballot. All Members are requested to cast their votes only through remote e-voting as per the procedure provided herein.
 9. The Resolutions passed by the Members through postal ballot shall be deemed to have been passed as if they have been passed at a duly convened general meeting of the Members.

10. Remote e-voting

- a. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the Company is providing the remote e-voting facility to its Members, to enable them to cast their votes on the Resolutions proposed to be passed through Postal Ballot by way of electronic means.
- b. The instructions for remote e-voting are as under:

Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 on “e-voting facility provided by Listed entities”, Individual shareholders holding shares in demat mode are allowed to vote through their demat accounts / websites of depositories / depository participants. Shareholders are advised to update their mobile number and email addresses in their demat accounts with their respective depository participants in order to access the e-voting facility.

E-voting Procedure for:

NSDL	CDSL
<p>A. NSDL IDeAS facility</p> <ol style="list-style-type: none"> 1. Shareholders who are already registered for IDeAS facility, may follow the procedure as mentioned below: <ol style="list-style-type: none"> (i) Visit the website of NSDL at https://eservices.nsd.com. (ii) Click on the “Beneficial Owner” icon under ‘IDeAS’ section. (iii) On the new page, enter your user ID and password. (iv) Post successful authentication, click on “Access to e-Voting”. (v) Click on Company name (“Texmaco Rail & Engineering Limited”) or e-voting service provider name (i.e. KFin) and you will be re-directed to KFin website for casting the vote during the remote e-voting period. 2. Shareholders who are not registered for the IDeAS facility, may follow the procedure as mentioned below: <ol style="list-style-type: none"> (i) Visit the website of NSDL at: https://eservices.nsd.com (ii) Select “Register Online for IDeAS” (iii) Proceed with completing the required fields. (iv) Post registration follow the steps as stated in point no. 1 for casting the vote during the remote e-voting period. 	<p>A. CDSL Easi / Easiest facility</p> <ol style="list-style-type: none"> 1. Shareholders who are already registered for Easi / Easiest facility, may follow the procedure as mentioned below: <ol style="list-style-type: none"> (i) Visit the website of CDSL at www.cdslindia.com. (ii) Navigate to “Login” option and click on “New System Myeasi”. Alternatively, shareholders may visit at https://web.cdslindia.com/myeasitoken/Home/Login (iii) Login with user ID and password. (iv) Shareholders will reach the e-voting page without any further authentication. (v) Click on e-voting service provider name (i.e. KFin) for casting the vote during the remote e-voting period. 2. Shareholders who are not registered for the Easi/Easiest facility, may follow the procedure as mentioned below: <ol style="list-style-type: none"> (i) To register for Easi facility visit: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Alternatively, to register for Easiest facility visit: https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration (ii) Proceed with completing the required fields. (iii) Post registration follow the steps as stated in point no. 1 for casting the vote during the remote e-voting period.

NSDL	CDSL
<p>B. Alternatively, the Shareholders may vote through the e-voting website of NSDL by following the procedure as mentioned below:</p> <ul style="list-style-type: none"> (i) Visit the e-voting website of NSDL at: https://www.evoting.nsd.com/ (ii) Click on the icon “Login” available under ‘Shareholder / Member’ section. (iii) Enter User ID (i.e. sixteen digit demat account number held with NSDL), select Password/OTP and enter the Verification Code as shown on the screen. (iv) Post successful authentication, you will be redirected to the page wherein you can see the e-voting page. (v) Click on Company name (“Texmaco Rail & Engineering Limited”) or e-voting service provider name (i.e. KFin) and you will be re-directed to KFin website for casting the vote during the remote e-voting period. 	<p>B. Alternatively, the Shareholders may vote through the e-voting website of CDSL by following the procedure as mentioned below:</p> <ul style="list-style-type: none"> (i) Visit the website of CDSL at: https://www.cdslindia.com (ii) Navigate to e-voting section. (iii) Provide sixteen digit demat account number and PAN. (iv) The Shareholder will receive OTP on his registered Mobile No. & Email address as recorded in the demat account. (v) Post successful authentication, Shareholder will be provided link for e-voting service provider (i.e. KFin) for casting their vote during the remote e-voting period.

Access of e-voting to Individual Shareholders holding shares in demat mode through their depository participants:

Shareholders can also login using the login credentials of their demat account number through the relevant Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged in, Shareholders will be able to see e-voting option. Click on e-voting option and it will redirect to NSDL / CDSL Depository website after successful authentication.

Click on Company name (‘Texmaco Rail & Engineering Limited’) or e-voting service provider name (‘KFin’) and the shareholder will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.

Important Note:

Members who are unable to retrieve User ID / Password are advised to use Forget User ID / Forget Password option available at websites of NSDL and CDSL.

Members facing any technical issue can contact NSDL / CDSL on the following details:

NSDL	CDSL
evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 224 430	helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

Access to KFin e-voting system in case of individual shareholders holding shares in physical mode and non-individual shareholders holding shares in demat mode:

- i. Open your web browser during the remote e-voting period and navigate to <https://evoting.kfintech.com>.
- ii. Enter the login credentials (i.e. user ID and password mentioned in the email sent to those Shareholders, who have registered their email addresses). Your Folio No. / DP ID Client ID will be your user ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.

- iii. Enter User ID and password as initial password / PIN in the window opened in step i. above. Click Login.
- iv. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0- 9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update any contact details like mobile, e-mail address, etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, system will prompt you to select the 'EVENT', i.e., Texmaco Rail & Engineering Limited.
- vii. On the voting page, the Resolutions description along with the number of equity shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the Resolutions, enter all shares and click 'FOR' / 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Cast your vote by selecting an appropriate option and click on 'SUBMIT'.
- A confirmation box will be displayed. If you wish to confirm your vote, click 'OK' else 'CANCEL' and accordingly modify your vote. Once confirmed, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times until you have confirmed your votes on the Resolutions.
- ix. Any person who becomes a Member of the Company after the dispatch of the Notice and holds Equity Shares as on the cut-off date i.e., **Friday, 15th September, 2023** may approach KFin for issuance of the User ID and Password for exercising their right to vote by electronic means by the following procedure:
- a) If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD<SPACE>E-voting
- Event number + Folio No. or DP ID Client ID to 9212993399.
- Example for NSDL:
MYEPWDIN<SPACE>12345612345678
 - Example for CDSL:
MYEPWD<SPACE>1402345612345678
 - Example for Physical:
Event No.
XXXXMYEPWD<SPACE>XXXX1234567
- b) If the email address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click 'FORGOT PASSWORD' and enter Folio No. / DP ID, Client ID and PAN to generate a password.
- c) Member may call KFin helpdesk at the toll free number 1800 309 4001.
- d) Member may send an email request to einward.ris@kfintech.com.
11. The remote e-voting period commences at **9:00 a.m. on Sunday, 24th September, 2023** and ends at **5:00 p.m. on Monday, 23rd October, 2023**. During this period, Members holding equity shares of the Company either in physical form or in dematerialised form, as on the cut-off date, i.e., **Friday, 15th September, 2023** may cast their vote electronically.
- The e-voting module shall be blocked for voting thereafter. Once, the vote on a Resolutions is cast by the Member, such Member shall not be allowed to change it subsequently.
12. All material and relevant documents referred to in the explanatory statement of this Notice are available for inspection through electronic mode only for the Members of the Company until the last date for exercising their votes through remote e-voting i.e., **Monday, 23rd October, 2023**. Members seeking inspection of such documents are requested to send an email at evoting_texrail@texmaco.in. Any query in relation to the Resolutions proposed to be passed by postal ballot may be addressed to the Company Secretary of the Company at texrail_cs@texmaco.in.
13. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting User Manual for Shareholders available at the download section of <https://evoting.kfintech.com/public/Faq.aspx> or contact KFin helpdesk at Toll free No. 1800 309 4001 or any grievance may be addressed to KFin at einward.ris@kfintech.com or may be addressed to the Company at the e-mail ID evoting_texrail@texmaco.in.

14. Upon completion of the scrutiny of the votes cast through remote e-voting, in a fair and transparent manner, the Scrutinizer will submit its report to the Chairman of the Company, or any person duly authorised by him. The Chairman or any Director or any other person authorised by the Chairman shall declare the results of the postal ballot as per the statutory timelines. The results of the postal ballot will be announced on or before **Thursday, 26th October, 2023**. The results along with the Scrutinizer's Report will also be posted on the websites of the Company i.e., www.texmaco.in, KFin i.e., <https://evoting.kfintech.com>, and Stock Exchanges i.e., www.bseindia.com and www.nseindia.com. The Company will also display the results at its registered office. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e., **Monday, 23rd October, 2023**.
15. Shareholders who are not the Members of the Company as on the cut-off date shall treat this Notice for information purpose only.

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013 & Rules framed thereunder)

Item No. 1: Issuance of Equity Shares of the Company on Preferential Basis

The Board of Directors of the Company ('Board'), at its Meeting held on 15th September, 2023, subject to the approval of the shareholders and such other approvals as may be required, has approved the proposal for fresh issue of capital for an amount not exceeding ₹ 50 Crores (Rupees Fifty Crore) by way of issue of Equity Shares up to 33,78,375 (Thirty Three Lakhs Seventy Eight Thousand Three Hundred Seventy Five) Equity Shares having face value of Re. 1/- (Rupee One Only) each fully paid up by way of a preferential issue on a private placement basis to the persons as mentioned below ("Investors"):

Sl. No.	Name of the Proposed Investor	Category of Investor	No. of Equity Shares to be allotted
1.	Adventz Finance Private Limited	Promoter Group	27,02,700 (Twenty Seven Lakhs Two Thousand Seven Hundred)
2.	Saroj Kumar Poddar (as an Individual)	Promoter Group	6,75,675 (Six Lakhs Seventy Five Thousand Six Hundred Seventy Five)

In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 ('Act') and Rules framed thereunder, and in accordance with the provisions of Chapter V "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('ICDR Regulations'), the issue of Equity Shares by way of Preferential Issue requires approval of the Members by way of a Special Resolution.

The Board therefore, has recommended this item for the approval of the Members as set out in the Notice, by way of a Special Resolution. The Board has authorised the issuance and allotment of up to 33,78,375 (Thirty Three Lakhs Seventy Eight Thousand Three Hundred Seventy Five) Equity Shares at a price of ₹ 145/- (Rupees One Hundred Forty Five) per Equity Share provided that the minimum price of Equity Shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the ICDR Regulations, subject to approval of the Shareholders of the Company.

The Investors have agreed to subscribe to the proposed preferential issue and have confirmed their eligibility in terms of Regulation 159 of the ICDR Regulations.

Accordingly, in terms of the Act and the ICDR Regulations, consent of the Members is being sought for the raising of funds aggregating not exceeding ₹ 50 Crores (Rupees Fifty Crores) by way of issuance of upto 33,78,375 (Thirty Three Lakhs Seventy Eight Thousand Three Hundred Seventy Five) Equity Shares, for cash consideration by way of a preferential issue on a private placement basis to the Investors.

The salient features of the proposed preferential issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

1. Objects of the Preferential Issue:

The Company shall utilise the proceeds of the preferential issue of Equity Shares in the following manner:-

Nature of utilization	Amount (₹)	Tentative timeline for utilisation
Working Capital Requirements	Upto 50 Crores (Rupees Fifty Crores)	On or before 31 st March, 2024
Total	50 Crores	

2. Maximum number of securities to be issued:

The Company proposes to issue up to 33,78,375 (Thirty Three Lakhs Seventy Eight Thousand Three Hundred Seventy Five) Equity Shares at ₹ 145/- (Rupees One Hundred Forty Five) each including a premium of ₹ 144/- per Equity Share to the Investors, not exceeding ₹ 50 Crores (Rupees Fifty Crores). Please refer to point no.6 below for the basis on which the price has been arrived at.

3. Class or classes of persons whom the allotment is proposed to be made:

Promoter / Promoter Group

4. The price or price band at which the allotment is proposed:

The issue price is ₹ 145/- (Rupees One Hundred Forty Five) per Equity Share provided that the minimum price of Equity Shares so issued shall not be less than the price arrived at, in accordance with Chapter V of the ICDR Regulations.

5. Relevant Date:

The "Relevant Date" as per the ICDR Regulations for the determination of the minimum price for Equity Shares to be issued is fixed as Friday, 22nd September, 2023 being the preceding working day to the date 30 (thirty) days prior to the last date for remote e-voting for postal ballot (on which date this Resolution, if approved by the requisite majority through postal ballot, will be deemed to be passed) i.e. 23rd October, 2023.

6. Basis on which the price has been arrived at:

The Equity Shares of Company are listed and frequently traded on the BSE Limited (BSE) and the National Stock Exchange of India Ltd. (NSE) (collectively referred to as the "Stock Exchanges"). In accordance with the ICDR Regulations, for the purposes of computation of the issue price per equity share, NSE is the Stock Exchange that has higher trading volume during the preceding 90 Trading Days prior to the Relevant Date and hence, has been considered.

The price per equity share, to be issued, is fixed at ₹ 145/- (Rupees One Hundred Forty Five), being not less than the minimum price computed in accordance with Regulation

164 of the ICDR Regulations being the higher of the following:

- 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: ₹ 97.88/- per Equity Share
- 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: ₹ 144.84/- per Equity Share

Since the Equity Shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 Trading Days prior to the Relevant Date, it is not required to re-compute the issue price per Equity Share and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the ICDR Regulations.

7. Valuation and justification for the allotment proposed to be made for consideration other than cash:

Not Applicable.

8. Shareholding Pattern of the Company before and after the preferential issue:

Sr. No.	Category	Pre-Issue		Post-Issue	
		No. of equity shares held	% of equity holding	No. of equity shares held	% of equity holding
A.	PROMOTER AND PROMOTER GROUP HOLDING				
	Indian				
	Individuals/ Hindu undivided Family/ Trust*	2,78,93,359	8.67	2,85,69,034*	8.78
	Bodies Corporate [®]	16,06,03,963	49.90	16,33,06,663 [®]	50.21
	Sub-total (I)	18,84,97,322	58.56	19,18,75,697	58.99
	Foreign Promoters	4,24,820	0.13	4,24,820	0.13
	Sub-total (II)	4,24,820	0.13	4,24,820	0.13
	Sub-Total (A = I+II)	18,89,22,142	58.70	19,23,00,517	59.12
B.	PUBLIC HOLDING				
	Institutions (Domestic)	1,98,38,507	6.16	1,98,38,507	6.10
	Institutions (Foreign)	63,96,849	1.99	63,96,849	1.97
	Non-Institutions	10,67,12,397	33.15	10,67,12,397	32.81
	Sub-total (B)	13,29,47,753	41.30	13,29,47,753	40.88
	Grand Total (A+B)	32,18,69,895	100.00	32,52,48,270	100.00

*Includes 6,75,675 Equity Shares proposed to be allotted pursuant to Preferential Issue.

[®] Includes 27,02,700 Equity Shares proposed to be allotted pursuant to Preferential Issue.

Notes:

- (1) The pre-issue shareholding pattern is as on the latest BENPOS date i.e. 15th September, 2023.
- (2) Post shareholding structure may change depending upon any other corporate action in between.

9. Name of the proposed allottee, identity of natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and percentage of post preferential offer that may be held by them:

Name of the proposed allottees and PAN	Category	Pre-preferential issue shareholding	Percentage (%) of Equity Shares held Pre-Issue	No. of share to be allotted	Post-preferential issue shareholding	Percentage (%) of Equity Shares held Post-Issue	Change in control, if any
Adventz Finance Private Limited PAN: AABCB3016H	Promoter Group	2,50,76,949	7.79	27,02,700	2,77,79,649	8.54	No
Saroj Kumar Poddar (as an Individual) PAN: AFTPP2386N	Promoter Group	2,38,97,800	7.42	6,75,675	2,45,73,475	7.56	No

The identity and details of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees (i.e. the Proposed Investors) in connection with the preferential issue is as follows:

- Adventz Finance Private Limited (CIN: U65993WB1996PTC079012) – Mr. Saroj Kumar Poddar (PAN: AFTPP2386N) is the natural person who is the ultimate beneficial owner. Further, Mr. Saroj Kumar Poddar is the Chairman of the Adventz Group and forms a part of the Promoter Group of the Company. The percentage of post preferential issue capital of the Company that may be held by Adventz Finance Private Limited is up to 8.54%.
- Mr. Saroj Kumar Poddar (as an individual) (PAN: AFTPP2386N) – The proposed allottee is a natural person. The percentage of post preferential issue capital of the Company that may be held by Mr. Saroj Kumar Poddar (as an individual) is up to 7.56%.

10. Proposal / Intention of Promoters, Directors, Key Managerial Personnel or Senior Management to subscribe the offer:

Adventz Finance Private Limited and Mr. Saroj Kumar Poddar (as an Individual) intend to acquire the equity shares of the Company on preferential basis by investing an amount of up to ₹ 40 Crores (Rupees Forty Crores) and ₹ 10 Crores (Rupees Ten Crores), respectively.

Except Adventz Finance Private Limited and Mr Saroj Kumar Poddar (as an Individual), none of the Promoters, Promoter Group Members, Directors, Key Managerial Personnel or Senior Management of the Company, intend to subscribe to any Equity Shares pursuant to this preferential issue.

11. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the equity shares. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Issue.

12. Proposed time within which the preferential issue shall be completed:

In accordance with Regulation 170 of the ICDR Regulations, the Company shall complete the allotment of the Equity Shares to the Investors within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 (Fifteen) days shall be counted from the last date of receipt of such approval or permission.

13. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person as of the date of this Notice.

14. Listing:

The Company will make an application to the Stock Exchanges, for listing of the Equity Shares to be created, offered, issued and allotted pursuant to this resolution. Such equity shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

15. Certificate of Practicing Company Secretary:

The Certificate from Ms. Geeta Roy Chowdhury, Practicing Company Secretary, certifying that the preferential issue is being made in accordance with the requirements contained in the ICDR Regulations, is hosted on the Company’s website and is accessible at link: https://www.texmaco.in/wp-content/uploads/2023/09/Certifiante_PCS.pdf to facilitate online inspection by the Members .

16. Lock-in:

The Equity Shares to be allotted shall be subject to ‘lock-in’ for such period(s) in accordance with the provisions of chapter V of the ICDR Regulations.

17. Undertakings:

The Company hereby undertakes that:

- Neither the Company nor any of its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the ICDR Regulations.
- The Company is eligible to make the Preferential Issue to the Investors under Chapter V of the ICDR Regulations.
- As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- As the amount for which the funds are being raised by way of preferential issue on a private placement basis does not exceed Rupees One Hundred Crores, the requirement to appoint a Monitoring agency is not applicable in terms of Regulation 162A of the ICDR Regulations.
- The Company shall make an application to the Stock Exchanges where the existing shares are listed, for listing of the aforementioned Equity Shares.
- The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the SEBI Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- The proposed Investors have not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.

18. The current and proposed status of the allottee(s) post the preferential issue:

Name of the allottee	Current Status	Post Allotment Status
Adventz Finance Private Limited	Promoter Group Category	Promoter Group Category
Saroj Kumar Poddar (as an Individual)	Promoter Group Category	Promoter Group Category

All material terms of the preferential issue have been set out above.

In terms of Section 62(1)(c) read with Section 42 of the Act and rules framed thereunder, and in accordance with the provisions of Chapter V “Preferential Issue” of the ICDR Regulations, the issue of Equity Shares by way of Preferential Issue requires approval of the Members by way of a Special Resolution.

Except Adventz Finance Private Limited, Mr. Saroj Kumar Poddar and Mr. Akshay Poddar and their relatives, no other Director or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 1 by way of a Special Resolution.

Item No. 2: To raise capital by way of a qualified institutions placement to eligible investors through issuance of equity shares

The Company anticipates growth opportunities in its existing operations and continues to evaluate various avenues for organic expansion and achieving inorganic growth. Towards this, the Company continues to require capital for achieving such growth and expansion. Accordingly, the Company intends to undertake raising of capital by way of qualified institutions placement to eligible investors through an issuance of equity shares in accordance with applicable laws and use the proceeds from the Issue on a consolidated basis, towards inter alia, various capital expenditure, the pre-payment and / or repayment of debts, working capital requirements, general corporate purposes and such other purpose(s) as may be permissible under applicable laws.

Accordingly, the Board of Directors of the Company (‘Board’), at its Meeting held on 15th September, 2023, subject to the approval of the shareholders and such other approvals as may be required and in order to fulfil the aforesaid objects of the Company, has proposed raising of funds by way of issuance

of equity shares of face value ₹ 1 each ('Equity Shares'), in accordance with applicable laws, in the course of domestic and/or international offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount not exceeding ₹ 1,000 Crore (Rupees One Thousand Crore) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Equity Shares) in one or more tranches, at such price or prices as may be permissible under applicable law by way of qualified institutional placement ('QIP') in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('ICDR Regulations'), Section 42 and other applicable provisions of the Companies Act, 2013 ('Act') and the Rules framed thereunder, the provisions of the Memorandum and Articles of Association of the Company and other applicable laws. The issue of Equity Shares may be at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with book running lead manager(s) and other agencies that may be appointed by the Company, subject to the ICDR Regulations, Act and other applicable guidelines, notifications, rules and regulations.

The proposed Issue of capital is subject to, inter alia, the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, the BSE Limited and National Stock Exchange of India Ltd. ('Stock Exchanges'), Reserve Bank of India, Ministry of Corporate Affairs, Government of India, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/statutory authorities and guidelines and clarifications issued thereon from time to time, as may be required in this regard domestically or internationally.

The Company hereby undertakes that:

- i. The allotment of Equity Shares shall only be made to qualified institutional buyers ("QIBs") as defined under ICDR Regulations;
- ii. The allotment of the Equity Shares shall be completed within 365 days from the date of passing of the special resolution in accordance with the ICDR Regulations and other applicable laws;
- iii. A minimum of 10% of the Equity Shares shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
- iv. The floor price will be calculated as per the formula prescribed under the ICDR Regulations;
- v. The "relevant date" for the purposes of pricing of the Equity Shares to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee decides to open the proposed QIP of equity shares as eligible securities;
- vi. The equity shares of the same class, which are proposed to be allotted through qualified institutions placement, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;
- vii. None of the promoters or directors of the Company is a fugitive economic offender;
- viii. No single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottee;
- ix. The Equity Shares to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid up basis;
- x. The Equity Shares allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;
- xi. The schedule of the QIP will be as determined by the Board or its duly authorized committee; and
- xii. The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to this special resolution.

Further, Section 62 of the Act provides, *inter alia*, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing members of such company and to any persons other than the existing members of the company by way of a special resolution. Since the special resolution proposed in the business of the notice may result in the issuance of Equity Shares of the Company to the existing members of the Company and to persons other than existing members of the Company, approval of the members of the Company is being sought pursuant to the provisions of Section 62 and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of ICDR Regulations.

In terms of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Act read with applicable provisions of the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for issuance of Equity Shares. The Equity Shares allotted pursuant to the issue shall rank in all respects pari passu with the existing Equity Shares of the Company.

The Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. The Equity Shares held by foreign investors would be subject to the applicable foreign investment cap and relevant foreign exchange

regulations, including Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/or re-enactment(s) thereof ('FEMA'). As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 2 by way of a Special Resolution.