

15th September, 2023

*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

Sub: Outcome of the Meeting of the Board of Directors of Texmaco Rail & Engineering Limited (“Company”) held on 15th September, 2023

Dear Sirs,

We would like to inform you that the Board of Directors (“Board”) at its Meeting held today i.e. 15th September, 2023 has inter-alia, approved the following:

1. Raising of funds up to Rs. 1,000 crores (Rupees One Thousand Crores Only) by way of issuance of Equity Shares through qualified institutions placement (“**QIP**”), in accordance with the applicable laws including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Companies Act, 2013, each as amended, subject to approval from the Shareholders of the Company and the receipt of such regulatory/statutory approvals as may be required.

Details regarding the proposed QIP, pursuant to Regulation 30 of the SEBI (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 are provided as **Annexure-A**.

2. Raising of funds by way of issuance of Equity Shares of the Company by way of preferential issue to promoter(s) / promoter group, for an amount not exceeding Rs 50 Crores (Rupees Fifty Crores Only) in accordance with the applicable laws including the 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 and the Companies Act, 2013 each as amended, subject to approval from the Shareholders of the Company and the receipt of such regulatory/statutory approvals as may be required, on preferential basis for cash. (“**Preferential Issue**”).

Details regarding the proposed Preferential Issue, pursuant to Regulation 30 of the SEBI (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 are provided as **Annexure-B**.

For the purpose of giving effect to the above proposed issuance of securities as mentioned in point 1 & 2, 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;

3. The postal ballot notice seeking consent of the shareholders for the proposed issue of securities as mentioned in point 1 & 2.

The Meeting commenced at 1:00 p.m. and concluded at 3:55 p.m.

This is for your information and record.

Thanking you,

Yours faithfully,

For **Texmaco Rail & Engineering Limited**

K. K. Rajgaria
Company Secretary &
Compliance Officer

Annexure – A

Sr. No.	Particulars	Description
A	Type of securities proposed to be issued	Equity Shares of Face Value Re. 1/- each.
B	Type of issuance	Qualified Institutions Placement in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and other applicable law
C	Total number of securities Proposed to be issued or the total amount for which the securities will be issued (approximately)	Issue size of up to Rs. 1,000 Crores (Rupees One Thousand Crores Only). The total number of securities proposed to be issued through QIP shall be determined after fixation of Issue Price at the time of issuance of securities.

Annexure – B

S. No.	Particulars	Description
A	Type of securities proposed to be issued	Equity Shares of Face Value Re. 1/- each.
B	Type of issuance	Preferential issue for consideration in cash
C	Total number of securities Proposed to be issued or the total amount for which the securities will be issued (approximately)	Issuance of upto 33,78,375 Equity Shares, aggregating not exceeding Rs. 50 crores, at a price as will be determined as per the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
D	Additional details in case of preferential issue:	
(i)	Name of the Investors	1. Adventz Finance Private Limited (Promoter Group) upto 27,02,700 equity shares aggregating not exceeding Rs. 40 crores. 2. Shri Saroj Kumar Poddar (Promoter Group) upto 6,75,675 equity shares aggregating not exceeding Rs. 10 crores.