

27<sup>th</sup> February, 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**

**Sub: Outcome of the Meeting of the Board of Directors of Texmaco Rail & Engineering Limited (“Company”) held on 27<sup>th</sup> February, 2024**

Dear Sirs,

We would like to inform you that the Board of Directors (“Board”) at its Meeting held today i.e. 27<sup>th</sup> February, 2024 has inter-alia, approved the raising of funds by way of issuance of Convertible Warrants by way of preferential issue to promoter(s) / promoter group / other(s), for an amount not exceeding Rs 150 Crores (Rupees One Hundred 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. (“**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 11<sup>th</sup> July, 2023 and SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13<sup>th</sup> July, 2023 are provided as **Annexure**.

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.

The Board had also approved the postal ballot notice seeking consent of the shareholders for the proposed issue of securities as mentioned above.

**An adventz group company**

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Belgharia, Kolkata - 700 056, India  
☎ +91 33 2569 1500

✉ texmail@texmaco.in  
🌐 www.texmaco.in

CIN: L29261WB1998PLC087404

The Meeting commenced at 4:00 p.m. and concluded at 5:05 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

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**Annexure**

Sl. No.	Particulars	Description		
A	Type of securities proposed to be issued	Convertible Warrants ('Warrants')		
B	Type of issuance	Preferential issue in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws.		
C	Total number of securities Proposed to be issued or the total amount for which the securities will be issued (approximately)	Issuance of upto 83,40,000 Warrants, aggregating not exceeding Rs. 150 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	Name of the proposed allottee	Category	Maximum number of warrants to be allotted
		Samena Green Limited	Non Promoter (Public)	upto 41,70,000 warrants aggregating not exceeding Rs. 75 crores
		Adventz Finance Private Limited	Promoter Group	upto 41,70,000 warrants aggregating not exceeding Rs. 75 crores
(ii)	Post Allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;	Not Applicable		

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(iii)	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	25% of the consideration of the Warrants would be payable at the time of application and the balance would be payable at the time of conversion of the Warrants into Equity Shares. Each Warrant is convertible into 1 Equity Share and the conversion may be exercised during the period commencing from the date of allotment of warrants until the expiry of 18 (eighteen) months from the date of allotment of the warrants, in one or more tranches and subject to other terms and conditions as applicable.
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