

27th August 2025

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,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), we would like to inform you that the Board of Directors of Texmaco Rail & Engineering Limited (the “**Company**”) at its Meeting held today i.e. 27th August, 2025 has *inter-alia*, approved the execution of a joint venture agreement (“**JVA**”) with Rail Vikas Nigam Limited (“**RVNL**”), to incorporate and operate a joint venture company (“**JV Company**”). The Company and RVNL will respectively hold 49% and 51% of the share capital of the JV Company once incorporated.

The JV Company will leverage the expertise and strengths of the Company and RVNL and shall be *inter alia* engaged in the business of manufacturing and maintenance of freight and passenger rolling stock along with components thereof, locomotives, coaches, wagons, trainsets, metro coaches and specialized equipment, participation in domestic and international tenders and execution of EPC projects in the rail infrastructure sector.

Immediately on the conclusion of the board meeting, the Company has executed the JVA.

The details required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155, dated 11th November, 2024, are enclosed as **Annexure A**.

The Meeting commenced at 11:00 a.m. and concluded at 1:00 p.m.

This is for your information and record.

Thanking you,
Yours faithfully,
For **Texmaco Rail & Engineering Limited**

Sandeep Kumar Sultania
Company Secretary &
Compliance Officer

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CIN: L29261WB1998PLC087404

Annexure A

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sr. No	Particulars	Details
1	Name of the target entity, details in brief such as size, turnover etc.;	The Company has entered into a joint venture with Rail Vikas Nigam Limited (RVNL) to form a new entity (the " JV Company "). The JV Company's size and turnover will be determined by its future business operations.
2	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";	The transaction does not fall within the ambit of related party transactions. RVNL is a Public Sector Undertaking under the Government of India, and no promoter/promoter group / group companies of the Company have any interest in RVNL.
3	Industry to which the entity being acquired belongs	<p>The principal business of the JV Company will be to undertake activities related to:</p> <ul style="list-style-type: none"> • <u>Rolling Stock</u>: Manufacture and maintenance of freight, passenger and other rolling stock along with components thereof, locomotives, coaches, wagons, trainsets, metro coaches and specialized equipment. • <u>EPC Projects</u>: Execution of Engineering, Procurement, and Construction (Rail infra Project) and other allied infrastructure projects. • <u>Bidding & Tenders</u>: Participation in both international competitive bidding processes and domestic tenders (on a nomination, open, or limited basis).

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		<ul style="list-style-type: none"> <u>Workshops & Depots:</u> Operation and maintenance of railway workshops, sheds, and depots.
4	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 formation of the JV Company is aimed at leveraging the complementary strengths of both TREL and RVNL to pursue mutually beneficial business opportunities in the railway sector. The JV's business is directly in line with the Company's core operations and will expand its capabilities and market reach.
5	Brief details of any governmental or regulatory approvals required for the acquisition	The transaction is subject to the necessary statutory, governmental, or regulatory approvals, if any, as may be required.
6	Indicative time period for completion of the acquisition	Transaction is expected to close by 31 December 2025.
7	Nature of consideration (cash consideration or share swap and details of the same)	Cash Consideration.
8	Cost of acquisition or the price at which the shares are acquired	INR 4,90,00,000 (Indian Rupees Four Crore Ninety Lacs only)
9	Percentage of shareholding/control acquired and/or number of shares acquired	The Company will acquire a 49% shareholding in the JV Company. The number of shares will correspond to the total initial investment.
10	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><u>Brief Background and Date of Incorporation:</u> The JV Company is a new entity, yet to be incorporated. Therefore, it has no prior history of turnover, date of incorporation, or operational track record.</p> <p>The principal business of the JV Company will be to undertake activities related to:</p> <ul style="list-style-type: none"> <u>Rolling Stock:</u> Manufacture and maintenance of freight, passenger and

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		<p>other rolling stock alongwith components thereof, locomotives, coaches, wagons, trainsets, metro coaches, and specialized equipment.</p> <ul style="list-style-type: none"> • <u>EPC Projects:</u> Execution of Engineering, Procurement, and Construction (Rail infra Project) and other allied infrastructure projects. • <u>Bidding & Tenders:</u> Participation in both international competitive bidding processes and domestic tenders (on a nomination, open, or limited basis). • <u>Workshops & Depots:</u> Operation and maintenance of railway workshops, sheds, and depots. • <u>Country / geographies of presence:</u> India or such other geographical location where the Company may conduct its Business from time to time.
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