



Texmaco Infrastructure & Holdings Limited

TEXINFRA

Date: 22nd August, 2020

*National Stock Exchange of India Limited
Exchange Plaza,
Bandra - Kurla Complex
Bandra (E), Mumbai – 400 051
Symbol - TEXINFRA*

*BSE Limited
P. J. Towers,
Dalal Street, Fort
Mumbai – 400 001
Scrip Code - 505400*

Dear Sirs,

We are enclosing herewith a disclosure as required under Regulation 10(5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('SAST Regulations') in respect of inter-se transfer between the promoter / promoter group under Regulation 10(1)(a) of the SAST Regulations.

This is for your information and record.

Thanking you,

Yours faithfully,
For Texmaco Infrastructure & Holdings Limited

K. K. Rajgaria
CFO





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Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Texmaco Rail & Engineering Limited
2.	Name of the acquirer(s)	Texmaco Infrastructure & Holdings Limited Registered Office: Belgharia, Kolkata 700056
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Yes
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Zuari Investments Limited Jai Kissan Bhawan, Zuarinagar, Goa - 403726
	b. Proposed date of acquisition	Anytime after 4 working days i.e. 28 th August, 2020, within a week thereafter
	c. Number of shares to be acquired from each person mentioned in 4(a) above	39,00,000 Equity Shares
	d. Total shares to be acquired as % of share capital of TC	1.73%
	e. Price at which shares are proposed to be acquired	Market Price
	f. Rationale, if any, for the proposed transfer	Inter-se transfer between Promoters
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(ii) – persons named as promoters in the shareholding pattern filed by the target company in terms of the listing regulations or as the case may be, the listing agreement or these Regulations for not less than three years prior to the proposed acquisition.
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Rs. 26.45



Regd. Office : Belgharia , Kolkata 700056 . Ph +91 033 2569 1500 . Fax 2541 1722 / 2448

Email : texmail@texmaco.in Website : www.texinfra.in

CIN: L70101WB1939PLC009800



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7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not Applicable			
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Yes. The acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 herein above.			
9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	Yes. The transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	All the conditions specified under Regulation 10(1)(a) with respect to exemptions has been duly complied with.			
11.	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares / voting rights	% w.r.t total share capital of TC	No. of shares / voting rights	% w.r.t total share capital of TC
a	Acquirer(s) and PACs (other than sellers)*	8,69,63,110	38.68	9,08,63,110	40.41
b	Seller (s)	2,89,63,900	12.88	2,50,63,900	11.15

* List separately enclosed with this disclosure.

Yours faithfully,

For Texmaco Infrastructure & Holdings Limited

K. K. Rajgaria
CFO



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List of Acquirer and PAC and their pre-shareholding:

PROMOTERS			
1	Texmaco Infrastructure & Holdings Limited	54600000	24.28
PROMOTER GROUP			
2	Jyotsna Poddar (as a Trustee)	35710	0.02
3	Saroj Kumar Poddar (as a Trustee - S K Poddar Family Trust)	89280	0.04
4	Saroj Kumar Poddar (as a Karta)	10710	0.00
5	Saroj Kumar Poddar (as a Trustee - Saroj and Jyoti Poddar Holdings Private Trust)	2950000	1.31
6	Shradha Agarwala	14280	0.01
7	Jyotsna Poddar (as an Individual)	36080	0.02
8	Saroj Kumar Poddar (as an Individual)	1097030	0.49
9	Akshay Poddar	14820	0.01
10	Puja Poddar	28570	0.01
11	Kumari Anisha Agarwala	32140	0.01
12	Aashti Agarwala	14280	0.01
13	Eureka Traders Private Limited	530	0.00
14	Indrakshi Trading Company Private Limited	30000	0.01
15	Master Exchange & Finance Limited	15760	0.01
16	Premium Exchange and Finance Limited	188090	0.08
17	Zuari Global Limited	4035000	1.79
18	Jeewan Jyoti Medical Society	160500	0.07
19	Adventz Finance Private Limited	8477400	3.77
20	Duke Commerce Limited	7514000	3.34
21	Greenland Trading Private Limited	35000	0.02
22	Abhishek Holdings Private Limited	280	0.00
23	Adventz Investment Company Private Limited	3035710	1.35
24	Adventz Securities Enterprises Limited	3809140	1.69
25	New Eros Tradecom Limited	738800	0.33
	Total	8,69,63,110	38.68

The above does not include Zuari Investments Limited, Seller, who is also a part of Promoter / Promoter Group and holds as on date 2,89,63,900 Equity Shares (12.88%) of Texmaco Rail & Engineering Limited.



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