



25th May, 2014

*The Corporate Relation Department
BSE Limited,
25th Floor, P.J. Towers,
Dalal Street, Fort,
Mumbai – 400 001*

*The Listing Department
National Stock Exchange of India Limited,
5th Floor, Exchange Plaza,
Bandra – Kurla Complex,
Bandra (E),
Mumbai – 400 051*

*The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata – 700 001*

*Delhi Stock Exchange Limited
DSE House, 3/1, Asif Ali Road,
New Delhi – 110 002*

Sub: Disclosure of acquisition of Equity Shares under the Share purchase agreement pursuant to Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sirs,

This is to inform that pursuant to the Share purchase agreement dated 20th July, 2013 executed between Texmaco Rail & Engineering Limited (“Company”) and the promoters of Kalindee Rail Nirman (Engineers) Limited (“Kalindee”) to purchase 19,37,960 (nineteen lac thirty seven thousand nine hundred and sixty) Equity Shares of Kalindee, constituting 11.74% of the post acquisition fully diluted Equity Share Capital at a price of Rs. 65 per Equity Share, the Company, which is currently holding more than 5% of the Equity Share Capital of Kalindee, has acquired Equity Shares of Kalindee resulting in a change in the Shareholding of the Company. Accordingly, please find annexed herewith, the disclosure of the change in Shareholding and voting rights of the Company in the prescribed format, in accordance with Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Yours faithfully,

For Texmaco Rail & Engineering Limited

A. K. Vijay
Secretary

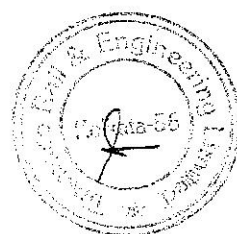
Place: Kolkata

Encl: a/a

Annexure

Format for Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended

Name of the Target Company	Kalindee Rail Nirman (Engineers) Limited ("TC/ Target Company")		
Name of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer: Texmaco Rail & Engineering Limited PAC: Nil		
Whether the acquirer belongs to the Promoter/ Promoter Group	Yes		
Name of the Stock Exchanges where the Shares of the TC are listed	BSE Limited, National Stock Exchange of India Limited, Delhi Stock Exchange Limited and Calcutta Stock Exchange Limited ^s		
Details of the acquisition/disposal as follows	Number	% w.r.t total Share/ voting Capital wherever applicable (*)	% w.r.t total diluted Share/ voting Capital of the TC (**)
Before the acquisition under consideration, holding of:			
a) Shares carrying voting rights	a) 65,49,792	a) 39.68	a) 39.68
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	b) 0	b) 0	b) 0
c) voting rights (VR) otherwise than by Equity Shares	c) 0	c) 0	c) 0
d) Warrants/ convertible securities/ any other instrument than entitles the acquirer to receive Shares carrying voting rights in the TC (specify holding in each category)	d) 0	d) 0	d) 0
e) Total (a+b+c+d)	e) 65,49,792	e) 39.68	e) 39.68
Details of acquisition/ Sale			
a) Shares carrying voting rights acquired/sold	a) 30,000 ⁽⁺⁾	a) 0.18	a) 0.18
b) VRs acquired /sold otherwise than by Shares	b) 0	b) 0	b) 0
c) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive Shares carrying voting rights in the TC (specify holding in each category) acquired/sold	c) 0	c) 0	c) 0
d) Shares encumbered / invoked/released by the acquirer	d) 0	d) 0	d) 0
e) Total (a+b+c+-d)	e) 30,000 ⁽⁺⁾	e) 0.18	e) 0.18



After the acquisition/sale, holding of:			
a) Shares carrying voting rights	a) 65,79,792	a) 39.86	a) 39.86
b) Shares encumbered with the acquirer	b) 0	b) 0	b) 0
c) VRs otherwise than by Equity Shares	c) 0	c) 0	c) 0
d) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive Shares carrying voting rights in the TC (specify holding in each category) after acquisition	d) 0	d) 0	d) 0
e) Total (a+b+c+d)	e) 65,79,792	e) 39.86	e) 39.86
Mode of acquisition / sale	Acquisition under Share Purchase Agreement dated 20 th July, 2013		
Date of acquisition / sale of Shares / VR or date of receipt of intimation of allotment of Shares, whichever is applicable	23 rd May, 2014		
Equity Share Capital/ total voting Capital of the TC before the said acquisition/ sale	1,65,07,597		
Equity Share Capital/ total voting Capital of the TC after the said acquisition/ sale	1,65,07,597		
Total diluted Share/ voting Capital of the TC after the said acquisition/ sale	1,65,07,597		

(*) Total Share Capital/ voting Capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted Share/voting Capital means the total number of Shares in the TC assuming full conversion of the outstanding convertible securities/warrants into Equity Shares of the TC.

(+) 30,000 Equity Shares transferred now and total 4,18,074 Equity Shares transferred as on date pursuant to the Share Purchase Agreement dated 20th July, 2013 executed between Texmaco Rail & Engineering Limited and the promoters of Kalindee Rail Nirman (Engineers) Limited ('Kalindee') for transfer of 19,37,960 Equity Shares of Kalindee.

³ All the outstanding Equity Shares are admitted for trading at BSE & NSE. The Target Company has been complying with the relevant provisions of the listing agreements entered into with BSE & NSE. The Target Company has made applications for delisting the Equity Shares from CSE and DSE. Pursuant to the delisting applications made by the Target Company to CSE and DSE, the Equity Shares are not traded on CSE and DSE.

Yours faithfully,
For Texmaco Rail & Engineering Limited



A. K. Vijay
Secretary

Place: Kolkata
Date: 25th May, 2014