

Kalindee Rail Nirman (Engineers) Limited

Corp. Off. : 2nd Floor, Building No. 9A, Cyber City,
DLF Phase - III, Gurgaon - 122002 (Haryana), INDIA
Tel.: 91-124-4674800, 4674865 Fax: 91-124-4674887, 4674888
Email : info@kalindee.net, Website : www.kalindee.net



Ref: K/CS/2013-14/2434

December 19, 2013

National Stock Exchange of India Ltd.
"Exchange Plaza" Plot / no. C-1,
G-Block, Bandra Kurla Complex,
Bandra (E)
MUMBAI - 400051

Sub: furnishing of Disclosure under Regulation 29 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Ref: Disclosure u/s 29(2) by M/s Texmaco Rail and Engineering Limited

This is with respect to subject and reference as aforesaid. In this connection Please find enclosed herewith copy of declaration, duly certified, as submitted to the Company by M/s Texmaco Rail & Engineering Limited.

You are hereby requested to kindly take same into records and treat this in compliance with aforesaid regulations.

We sincerely feel that you find same in order.

Should you require further information / clarification in the matter we shall be pleased to provide same.

Thanking you

Sincerely yours
For Kalindee Rail Nirman (Engineers) Limited

(Authorised Signatory)



Texmaco Rail & Engineering Ltd.
Belgharia Works

17th December, 2013

*Kalindee Rail Nirman (Engineers) Limited,
F-5, Gautam Nagar,
Gulmohar Park Road,
New Delhi - 110 049*

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

Dear Sirs,

Pursuant to the open offer made by Texmaco Rail & Engineering Limited ("the Company") under regulations 3(1), 4 and 20 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, to acquire up to 49,52,280 (forty nine lac fifty two thousand two hundred eighty) Equity Shares of a face value of Rs. 10 (Rupees ten) each of Kalindee Rail Nirman (Engineers) Limited ("Kalindee"), constituting 30% (thirty percent) of the post acquisition fully diluted voting Equity Share Capital of Kalindee, at a price of Rs. 71 per Equity Share, the Company, which currently holds more than 5% of the total paid-up Equity Share Capital of Kalindee, has acquired 20,51,318 (twenty lac fifty one thousand three hundred eighteen) Equity Shares of Kalindee resulting in a change in the Shareholding of the Company of more than 2% (two percent) of total Shareholding in Kalindee. 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 the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Yours faithfully,

For Texmaco Rail & Engineering Limited

A. K. Vijay
Secretary

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 (TC)	Kalindee Rail Nirman (Engineers) Limited ("TC/ Target Company")		
Name(s) 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	No		
Name(s) of the Stock Exchange(s) where the Shares of the TC are listed	Bombay Stock Exchange Limited, National Stock Exchange of India Limited, Calcutta Stock Exchange Limited and Delhi Stock Exchange Limited		
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) 41,10,400	a) 24.9	a) 24.9
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 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)	d) 0	d) 0	d) 0
e) Total (a+b+c+d)	e) 41,10,400	e) 24.9	e) 24.9
Details of Acquisition/ Sale			
a) Shares carrying voting rights acquired/sold	a) 20,51,318	a) 12.43	a) 12.43
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) 20,51,318	e) 12.43	e) 12.43



After the acquisition/sale, holding of:			
a) Shares carrying voting rights	a) 61,61,718	a) 37.33	a) 37.33
b) Shares encumbered with the acquirer	b) 0	b) 0	b) 0
c) VRs otherwise than by 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) 61,61,718	e) 37.33	e) 37.33
Mode of acquisition / sale (e.g. open market/ off market/ public issue/ rights issue/ preferential allotment/ inter-se transfer etc.)	Open Offer		
Date of acquisition / sale of Shares / VR or date of receipt of intimation of allotment of Shares, whichever is applicable	Date of acquisition: 13 th December, 2013 and 16 th December, 2013		
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.

* 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.

For Texmaco Rail & Engineering Limited

A. K. Vijay
Secretary



Place: Kolkata
Date: 17th December, 2013

