



20th July, 2013

*The Corporate Relation Department
Bombay Stock Exchange 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*

Re: Intimation pursuant to the Listing Agreement

Dear Sir(s),

This is to intimate the stock exchange that the Board of Directors of the Company, in its Meeting held on Saturday, 20th July, 2013, has considered and passed resolutions in respect of the following:

- (a) approving the acquisition by the Company of 19,37,960 Equity Shares of Kalindee Rail Nirman (Engineers) Limited (“**Target**”) representing approximately 15.63% of the issued, subscribed and paid-up Equity Share Capital of the Target at a price per Equity Share of Rs. 65/- (Rupees Sixty Five) and control over the Target from the promoters of the Target;
- (b) approving the execution by the Company of a Share Purchase Agreement with the promoters of the Target for the purpose of setting out the terms and conditions governing the aforementioned acquisition; and
- (c) The execution of the abovementioned Share Purchase Agreement gives rise to the requirement for the Company to make an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Takeover Regulations**”) to the public shareholders of the Target for acquiring the Equity Shares of the Target from the public shareholders. Accordingly, the Board of Directors of the Company approved making of an open offer by the Company under the relevant Regulations of the Takeover Regulations to the public shareholders of the Target to acquire up to 49,52,280 (Forty Nine Lac Fifty Two Thousand Two Hundred and Eighty only) Equity Shares representing 30% of the diluted Share Capital of the Target in terms of the Takeover Regulations and appointed ICICI Securities Limited as the manager to the open offer and authorized it to issue the public announcement in respect of such open offer for and on behalf of the Company.

Yours faithfully,

For **Texmaco Rail & Engineering Limited**,

(A.K. Vijay)
Secretary