



VC CORPORATE ADVISORS PVT LTD.

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Date: 15.04.2014

VCC/04/14/27

To,
National Stock Exchange Limited,
Exchange Plaza,
Bandra Kurla Complex, Bandra (East)
Mumbai- 400 051

Respected Sir/ Madam,

Subject: Open Offer by M/s. Titagarh Wagons Limited (hereinafter referred as 'Acquirer') along with M/s. Cimco Equity Holdings Private Limited (hereinafter referred to as 'Person Acting in Concert' or 'PAC') to the shareholders of M/s. Cimmco Limited ("Target Company" or "CL").

We are pleased to inform you that we have been appointed as the "Manager to the Offer" by the Acquirer alongwith PAC for the aforementioned Open Offer. The Equity Shares of CL are listed on National Stock Exchange of India Limited, Bombay Stock Exchange Limited, The Calcutta Stock Exchange Limited, Delhi Stock Exchange Limited and Madhya Pradesh Stock Exchange Limited.

We would like to inform you that CEHPL has allotted 6,40,00,000 equity shares of the face value of Rs. 10/- each to TWL pursuant to conversion of 6,40,00,000 0% Optionally Fully Convertible Debentures ("the OFCDs") having face value of Rs. 10/- each at par. As a result of the aforesaid conversion the shareholding of TWL in CEHPL has increased from 50.00% of pre conversion equity and voting share capital to 99.23% of the post conversion equity and voting share capital of CEHPL. CEHPL is presently holding 1,50,63,921 equity shares representing 74.76% of the equity and voting shares capital in the Target Company and thereby triggering the requirement of making an open offer under Regulation 3(2), 4, 5(1) and 5(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Regulations").

In this regard and as per the requirement of the Regulations please find attached herewith the one hard copy and the soft copy (in compact disc in PDF Format) of the Public Announcement on behalf of the Acquirer alongwith PAC.

We hope your good self will find the above in order.

Thanking you,

Yours faithfully,
For VC Corporate Advisors Private Limited

ANUP KUMAR SHARMA
(Vice President)

Encl: As Above

