



TEXMACO

Texmaco Rail & Engineering Ltd.
Belgharia Works

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

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

**Sub: Disclosure of acquisition of Equity Shares under Regulation 29(1) of the SEBI
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Dear Sirs,

This is to inform the Stock Exchange that Kalindee Rail Nirman (Engineers) Limited (“**Kalindee**”) has, pursuant to its board meeting held on 21st August, 2013, approved the allotment of 41,10,400 (forty one lac ten thousand four hundred) Equity Shares of a face value of Rs. 10 (Rupees ten) each, constituting 24.9% of the post allotment paid-up Equity Share Capital of Kalindee, at a price of Rs. 65.13 per Equity Share, to Texmaco Rail & Engineering Limited (“**Company**”) on a preferential allotment basis. The Company has received an intimation of allotment of such Shares from Kalindee on 22nd August, 2013. Pursuant to such allotment, the Company has acquired Equity Shares of Kalindee entitling it to more than 5% of the total paid-up Equity Share Capital of Kalindee. Accordingly, please find annexed herewith, the disclosure of the aggregate Shareholding and voting rights of the Company in the prescribed format, in accordance with Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Thanking you,

Yours faithfully,
For Texmaco Rail & Engineering Limited

A. K. Vijay
Secretary

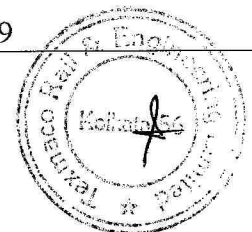
Place: Kolkata

Date: 23rd August, 2013

Encl: a/a

Annexure
Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended

Name of the Target Company	Kalindee Rail Nirman (Engineers) Limited ("Target Company/ TC")		
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	No		
Name of the Stock Exchanges where the Shares of the TC are listed	BSE Limited, National Stock Exchange of India Limited, Delisting application made for : Delhi Stock Exchange Limited and The Calcutta Stock Exchange Limited ^s		
Details of the acquisition 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) 0	a) 0	a) 0
b) voting rights (VR) otherwise than by Equity Shares	b) 0	b) 0	b) 0
c) Warrants/ convertible securities/ any other instrument than entitles the acquirer to receive Shares carrying voting rights in the TC (specify holding in each category)	c) 0	c) 0	c) 0
d) Total (a+b+c)	d) 0	d) 0	d) 0
Details of Acquisition≠:			
a) Shares carrying voting rights acquired	a) 41,10,400	a) 24.9	a) 24.9
b) VRs acquired otherwise than by Equity 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	c) 0	c) 0	c) 0
d) Total (a+b+c)	d) 41,10,400	d) 24.9	d) 24.9
After the acquisition, holding of ≠:			
a) Shares carrying voting rights	a) 41,10,400	a) 24.9	a) 24.9
b) VRs otherwise than by Equity 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) after acquisition	c) 0	c) 0	c) 0
d) Total (a+b+c)	d) 41,10,400	d) 24.9	d) 24.9




Mode of acquisition	Preferential allotment
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into Equity Shares etc.	The 41,10,400 Equity Shares allotted to Texmaco shall rank <i>pari passu</i> in all respects with all the existing Equity Shares of the TC
Date of acquisition of/ date of receipt of intimation of allotment of Shares/ VR/ warrants/ convertible securities/ any other instrument that entitles the acquirer to receive Shares in the TC	Date of acquisition: 21 st August, 2013 Date of receipt of intimation of allotment of Equity Shares: 22 nd August, 2013
Equity Share Capital/ total voting Capital of the TC before the said acquisition	1,23,97,197
Equity Share Capital/ total voting Capital of the TC after the said acquisition	1,65,07,597
Total diluted Share/ voting Capital of the TC after the said acquisition	1,65,07,597

* 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.

(≠) Note: In this regard, it may be noted that pursuant to a Share purchase agreement dated 20th July, 2013 between Texmaco and the promoters of the TC (“SPA”) to purchase 19,37,960 (nineteen lakh, thirty seven thousand, nine hundred and sixty) Shares of the TC, Texmaco has made an open offer to the public Shareholders of the TC under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, to acquire up to 49,52,280 (forty nine lakh, fifty two thousand, two hundred and eighty) Equity Shares pursuant to a public announcement dated 20th July, 2013, a detailed public statement published on 26th July, 2013 and has filed a draft letter of offer with SEBI in this regard on 2nd August, 2013. The total Shareholding of Texmaco in the TC including the number of Shares carrying voting rights and the % Shareholding of Texmaco in the TC shall stand adjusted accordingly pursuant to the completion of the open offer process and the completion of the purchase of the Equity Shares as contemplated in the SPA. Texmaco will intimate and update the changes to the stock exchanges and the TC upon completion of the open offer process and the purchase of the Equity Shares under the SPA.

For Texmaco Rail & Engineering Limited


A. K. Vijay
Secretary

Place: Kolkata
Date: 23rd August, 2013