SECOND CORRIGENDUM TO THE PUBLIC ANNOUNCEMENT AND
DETAILED PUBLIC STATEMENT FOR THE ATTENTION OF THE SHAREHOLDERS OF

KALINDEE RAIL NIRMAN (ENGINEERS) LIMITED

(Regd. Off.: F-5, Gautam Nagar, Gulmohar Park Road, New Delhi-110 049)

This Second Corrigendum to the Public Announcement and Detailed Public Statement ("**Second Corrigendum**") is in continuation of and shall be read in conjunction with the Public Announcement ("**PA**") dated July 20, 2013, Detailed Public Statement ("**DPS**") dated July 26, 2013, Draft Letter of Offer dated August 2, 2013 ("**DLOF**") and Corrigendum to PA and DPS dated October 17, 2013 and published on October 18, 2013 ("**Price Revision Corrigendum**") for the public shareholders of Kalindee Rail Nirman (Engineers) Limited ("**Target Company**") issued by ICICI Securities Limited ("**Manager to the Offer**") for and on behalf of **Texmaco Rail & Engineering Limited** ("**Acquirer**") in relation to the Offer made by the Acquirer under Regulation 3(1), 4 and 20 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("**SEBI (SAST) Regulations**").

The public shareholders of the Target Company are requested to note the following amendments and /or developments subsequent to the PA dated July 20, 2013:

Date	Particulars
July 24, 2013	In term of Regulation 18(4) of the SEBI (SAST) Regulations, Jupiter Metal Private Limited ("**Jupiter**") revised its offer price per Equity Share from ₹ 65 (Rupees Sixty Five only) to ₹ 70 (Rupees Seventy only), through an addendum published on July 24, 2013.
August 17, 2013	The board of directors of the Target Company had authorized the preferential allotment of 41,10,400 Equity Shares to the Acquirer in its meeting held on July 13, 2013, subject to applicable laws and the approval of the shareholders of the Target Company through postal ballot ("**Preferential Allotment**"). The shareholders of the Target Company have approved the Preferential Allotment by a resolution through postal ballot dated August 17, 2013.
August 21, 2013	Pursuant to the approval of the shareholders of the Target Company, the board of directors of the Target Company has made the issuance and allotment of 41,10,400 Equity Shares to the Acquirer in its meeting held on August 21, 2013.
October 18, 2013	As per the PA and the DPS, the Acquirer had offered a price of ₹ 68 (Rupees sixty eight only) per Equity Share for acquisition of the Equity Shares pursuant to the Offer. Subsequently, pursuant to the Price Revision Corrigendum, the Acquirer has revised the offer price to ₹ 71 (Rupees seventy one only) per Equity Share, payable in cash. The Price Revision Corrigendum has been published on October 18, 2013 in the same newspapers where the PA and the DPS was published.
November 7, 2013	Jupiter has published a second addendum to its public announcement and detailed public statement on November 7, 2013, wherein it is stated that Jupiter has revised the offer size of its open offer on October 3, 2013, from 37,19,200 Equity Shares, constituting 30% of the paid-up and voting share capital of the Target Company prior to the issuance of Equity Shares pursuant to the Preferential Allotment, to 42,91,975 Equity Shares, constituting 26% of the fully diluted voting equity share capital of the Target Company as of the 10th working day from the Closure of the Tendering Period.
November 7, 2013	In accordance with the terms and conditions of the Share Purchase Agreement that has triggered the Offer by the Acquirer, the closing of the transactions contemplated under the Share Purchase Agreement is conditional upon the fulfillment of certain conditions precedent set out therein. The Acquirer had specified in the DLOF that: "*In terms of and in accordance with regulation 23(1) of the SEBI (SAST) Regulations, if such conditions precedent are not fulfilled for reasons beyond the reasonable control of the Acquirer and the Share Purchase Agreement is rescinded, the Acquirer shall have the right to withdraw this Offer*." However, subsequently, the Acquirer has decided to make the following modification to the above condition and the same shall be incorporated in the letter of offer: "*In case any of the conditions precedent stated therein are not satisfied due to which the Share Purchase Agreement is terminated by the Acquirer, the Acquirer undertakes that it shall not withdraw the Offer*."

The public shareholders of the Target Company are also requested to note the following revised schedule of activities for the Offer:

Activity	Original Schedule	Revised Schedule
Date of the PA	Saturday, July 20, 2013	Saturday, July 20, 2013
Date of publishing the DPS	Friday, July 26, 2013	Friday, July 26, 2013
Date of publication of the Price Revision Corrigendum	Not Applicable	October 18, 2013
Last date for public announcement of a competing offer(s) as per the First DPS	Wednesday, August 07, 2013	Wednesday, August 07, 2013
Identified Date*	Thursday, August 29, 2013	Tuesday, November 05, 2013
Date by which Letter of Offer will be dispatched to the Shareholders (except the Sellers) as on the Identified Date	Thursday, September 05, 2013	Tuesday, November 12, 2013
Last date for upward revision of Offer Price and / or Offer Size	Tuesday, September 10, 2013	Friday, November 15, 2013
Last date by which the recommendation of the committee of independent directors of the Target Company will be published	Wednesday, September 11, 2013	Monday, November 18, 2013
Date of public announcement for opening of the Offer in the newspapers where the DPS has been published	Thursday, September 12, 2013	Tuesday, November 19, 2013
Date of commencement of the Tendering Period (Offer opening date)#	Friday, September 13, 2013	Wednesday, November 20, 2013
Date of expiry of the Tendering Period (Offer closing date)#	Thursday, September 26, 2013	Tuesday, December 03, 2013
Last date of communicating rejection / acceptance and payment of consideration for accepted Equity Shares and / or share certificate(s) / demat delivery instruction for rejected Equity Shares will be dispatched / issued	Friday, October 11, 2013	Tuesday, December 17, 2013

** Date falling on the 10th (tenth) Working Day prior to the commencement of the Tendering Period, for the purpose of determining the Shareholders of the Target Company to whom the Letter of Offer shall be sent. It is clarified that all the Shareholders (registered or unregistered) of the Target Company (except the Sellers) are eligible to participate in this Offer at any time during the Tendering Period of the Offer.*

 # This is a competing offer and the public offers under all subsisting bids shall open and close on the same date.

The shareholders of the Target Company, may note that in terms of SEBI (SAST) Regulations, the Acquirer may make upward revision to the offer price and/or to the offer size, at any time prior to the commencement of the last 3 (three) working days before the commencement of the Tendering Period of the Offer. Further, in terms of regulation 18(7) of SEBI (SAST) Regulations the Acquirer shall issue an advertisement, 1 (one) working day before the commencement of the Tendering Period, announcing the Schedule of Activities for the Offer, the status of statutory and other approvals, if any, the procedure for tendering acceptances and such other material detail.

The terms not defined herein will have the same meaning as defined in the PA, DPS, DLOF and the Price Revision Corrigendum. All other terms and conditions of the Offer shall remain unchanged.

The Acquirer and its Directors accept full responsibility, jointly and severally, for the information pertaining to the actions of the Acquirer contained in this Second Corrigendum and also for ensuring the compliance with the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations.

This Second Corrigendum is also expected to be made available on the SEBI website at http://www.sebi.gov.in.

Issued by the Manager to the Offer for and on behalf of the Acquirer:

ICICI Securities

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SEBI Registration Number: INM000011179

Place : Kolkata
Date : November 08, 2013