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

KALINDEE RAIL NIRMAN (ENGINEERS) LIMITED

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

This Second Addendum to the Public Announcement and Detailed Public Statement ('Second Addendum') is in continuation of and shall be read in conjunction with the Public Announcement ('PA') dated July 10, 2013, Detailed Public Statement ('DPS') dated July 17, 2013, First Addendum to Public Announcement and Detailed Public Statement ('First Addendum') dated July 24, 2013 and Draft Letter of Offer dated July 24, 2013 for the equity shareholders of Kalindee Rail Nirman (Engineers) Limited (hereinafter referred to as 'Target Company') issued by Ashika Capital Limited ('Manager to the Offer') for and on behalf of Jupiter Metal Private Limited (hereinafter referred to as 'Acquirer') under Regulation 3(1) & 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof ['SEBI (SAST) Regulations, 2011'].

The shareholders of the Target Company are requested to note the following amendments and /or developments subsequent to the Public Announcement dated July 10, 2013:

Date	Particulars
July 13, 2013	The Board of Directors of the Target Company at its meeting held on July 13, 2013, had approved, subject to compliance with applicable laws and regulations, approval of the shareholders and other necessary approvals, the issuance, by way of a preferential allotment pursuant to the provisions of Section 81(1A) of the Companies Act, 1956 and other applicable legal provisions, including Chapter VII of the SEBI (ICDR) Regulations, of 41,10,400 equity shares of the face value of ₹ 10/- (Rupees Ten only) each to Texmaco Rail and Engineering Limited (hereinafter referred to as 'Texmaco') such that the post preferential allotment shareholding of Texmaco in the Company is approximately 24.90% fully diluted voting equity share capital of the Target Company, at a price which shall be ₹ 65/- (Rupees Sixty Five only) per equity share or such higher price determined in accordance with the provisions of the SEBI (ICDR) Regulations. The approval of the shareholders for such issuance and allotment had been sought by way of a Special Resolution through Postal Ballot.
July 16, 2013	The Board of Directors of the Acquirer at its meeting held on July 16, 2013, had approved not to make the Open Offer Conditional, in accordance with regulation 19 of SEBI (SAST) Regulations, 2011.
July 19, 2013	The Board of Directors of the Target Company had informed that, the price for the purposes of the preferential allotment to Texmaco has been fixed at ₹ 65.13 per equity share, subject to the special resolution being passed by the shareholders of the Company through Postal Ballot.
July 20, 2013	• Texmaco and the Sellers, who are part of the Promoter / Promoter Group of the Target Company, had entered into a Share Purchase Agreement, pursuant to which, Texmaco has, subject to the satisfaction or waiver of certain conditions set out in the Share Purchase Agreement, agreed to purchase from the Sellers, 19,37,960 Equity Shares constituting 11.74% of the fully diluted voting equity share capital of the Target Company at a price of ₹ 65/- per Equity Share, and to acquire control over the management of the Target Company. • In terms of Regulation 20 of SEBI (SAST) Regulations, 2011, a Public Announcement making a Competitive Bid was made by ICICI Securities Limited, for and on behalf of Texmaco, to acquire 49,52,280 equity shares constituting 30% of the fully diluted voting equity share capital of the Target Company at a price of ₹ 68/- per share.
July 24, 2013	In term of Regulation 18(4) of the SEBI (SAST) Regulations, 2011 the Acquirer had revised the Offer Price per equity share from ₹ 65/- (Rupees Sixty Five only) to ₹ 70/- (Rupees Seventy only). Accordingly, in terms of Regulation 18(5) of the SEBI (SAST) Regulations, 2011, an First Addendum to the PA and DPS was carried out in all the Newspapers where the DPS was published.
August 17, 2013	The result of the Postal Ballot, passing the Special Resolution for Preferential Allotment of 41,10,400 equity shares of the Target Company, to Texmaco, at a price of ₹ 65.13 per equity share, was declared.
August 21, 2013	The Board of Directors of the Target Company had approved the allotment of 41,10,400 equity shares to Texmaco on a Preferential Allotment basis at a price of ₹ 65.13 per equity share pursuant to the Postal Ballot resolution passed by the shareholders of the Company.
October 3, 2013	The Acquirer had revised the Offer Size from 37,19,200 fully paid-up Equity Shares, constituting 30% of the paid-up and voting share capital of the Target Company, to 42,91,975 fully paid-up Equity Shares, constituting 26% of the fully diluted voting equity share capital of the Target Company as of the 10^{th} working day from the Closure of the Tendering Period.
October 17, 2013	A Corrigendum to the Public Announcement and Detailed Public Statement was issued by ICICI Securities Limited, for on behalf of Texmaco, informing an upward revision of the Offer Price from ₹ 68/- (Rupees Sixty Eight) per equity share to ₹ 71/- (Rupees Seventy One) per equity share.

The shareholders of the Target Company, may note that in terms of SEBI (SAST) Regulations, 2011, the Acquirer may make upward revision to the Offer Price or to the Offer Size, on account of Competing Offers or otherwise, at any time prior to the commencement of the last 3 working days before the commencement of the tendering period of the Offer. Further, in terms of regulation 18(7) of SEBI (SAST) Regulations, 2011 the Acquirer shall issue an advertisement, one working day before the commencement of the tendering period, announcing the Schedule of Activities for the Open 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, First Addendum and Draft Letter of Offer. All other terms and conditions of the Offer shall remain unchanged.

The Acquirer, Jupiter Metal Private Limited, and its Directors accept full responsibility, jointly and severally, for the information contained in this Announcement and also for ensuring the compliance with the obligations of the Acquirer as laid down in the SEBI (SAST) Regulations, 2011.

This Second Addendum will also be made available on the SEBI website at http://www.sebi.gov.in.

Issued by Manager to the Offer

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GROWING & SHARING WITH YOU

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For and on behalf of the Acquirer: Jupiter Metal Private Limited

Place : Mumbai
Date : November 07, 2013