

D2M GARMENTS PRIVATE LIMITED

(CIN: U18101MH2005PTC157039)

71, Nariman Bhavan, Nariman Point, Mumbai-400021

Date April 1, 2024

To,
BSE Limited
Department of Listing
P.J. Tower, Dalal Street,
Mumbai 400001

Script Code : 513063

Sub: Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Pursuant to the certificate of registration for conversion issued by the Ministry of Corporate Affairs, CRO Manesar 1, D2M Garments Private Limited has been converted into D2M Garments LLP, and the LLP agreement was filed with the Registrar of Companies on March 30, 2024. Please be informed that there has been no change in the aggregate shareholding of the Promoters and Promoter Group in the Target Company, namely Trans-Freight Containers Limited, before and after the implementation of the aforementioned conversion.

Please find enclosed the information in prescribed format. You are requested to take the same on record.

For D2M Garments Private Limited

x 

Meghna Dalmia
Director
DIN: 09151206

Place: Mumbai

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Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Name of the Target Company (TC)	Trans-Freight Containers Ltd (BSE Script Code 513063)		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	D2M Garments Private Limited ('Acquirer')		
Whether the acquirer belongs to Promoter/Promoter group	Acquirer does not belong to promoter/promoter group. Pursuant to the certificate of registration for conversion issued by the Ministry of Corporate Affairs, CRO Manesar 1, D2M Garments Private Limited has been converted into D2M Garments LLP, and the LLP agreement was filed with the Registrar of Companies on March 30, 2024. Please be informed that there has been no change in the aggregate shareholding of the Promoters and Promoter Group in the Target Company, namely Trans-Freight Containers Limited, before and after the implementation of the aforementioned conversion. Furthermore, as a result of the conversion, 449,700 shares of Trans-Freight Containers Ltd, previously held by D2M Garments Private Limited, will now be held by D2M Garments LLP.		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited		
Details of the disposal 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 disposal under consideration, holding of #:			
a) Shares carrying voting rights	4,49,700	4,49,700	4,49,700
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)			
c) Voting rights (VR) otherwise than by shares			
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)			
e) Total (a+b+c+d)	Nil	Nil	Nil

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Details of sale			
a) Shares carrying voting rights sold	4,49,700	6.18	6.18
b) VRs sold otherwise than by shares			
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/sold			
d) Shares encumbered / invoked/released by the acquirer			
e) Total (a+b+c+/-d)	4,49,700	6.18	6.18
After the sale, holding of^{##}:			
a) Shares carrying voting rights	4,49,700	6.18	6.18
b) Shares encumbered with the acquirer			
c) VRs otherwise than by shares			
d) 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			
e) Total (a+b+c+d)	4,49,700	6.18	6.18
Mode of sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Pursuant to the certificate of registration for conversion issued by the Ministry of Corporate Affairs, CRO Manesar 1, D2M Garments Private Limited has been converted into D2M Garments LLP, and the LLP agreement was filed with the Registrar of Companies on March 30, 2024. There has been no change in the aggregate shareholding of the Promoters and Promoter Group in the Target Company, namely Trans-Freight Containers Limited, before and after the implementation of the aforementioned conversion. Furthermore, as a result of the conversion, 449,700 shares of Trans-Freight Containers Ltd, previously held by D2M Garments Private Limited, will now be held by D2M Garments LLP.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Equity shares of the Target Company has been allotted pursuant to the conversion of D2M Garments Private Limited into D2M Garments' LLP		

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Date of sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	March 30, 2024
Equity share capital / total voting capital of the TC before the said sale	Rs 7,28,22,400
Equity share capital/ total voting capital of the TC after the said sale	Rs 7,28,22,400
Total diluted share/voting capital of the TC after the said sale	Rs 7,28,22,400

(*) No person is acting in concert with Acquirer for the purposes of this acquisition. While person may be deemed to be acting in concert with the Acquirer in terms of Regulation 2(1)(q)(2) of the Takeover Regulations (including existing member of the promoter and promoter group of the Target Company) (such persons "Deemed PACs"), however, such Deemed PACs are not acting in concert with the acquirer for the purpose of this acquisition, within the meaning of Regulation 2(1)(q)(1) of the Takeover Regulations. Accordingly, the Acquirer is filing the present disclosure under Regulation 29(2) of the Takeover Regulations.

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.


(**) 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.

(***) Pursuant to conversion of D2M Garments Private Limited into D2M Garments LLP, 4,49,700 shares of Trans-Freight Containers Ltd which were earlier held by D2M Garments Private Limited have been effectively transferred to and vested in D2M Garments LLP as D2M Garments Private Limited ceased to exist and is effectively succeeded by D2M Garments LLP

(*) The aggregate shareholding of the members of the promoter and promoter group of the Target Company (including Transferor's shareholding) before the acquisition under consideration is 4,49,700 equity shares amounting to 6.18% of the total diluted share capital of the Target Company/total diluted voting capital of the Target Company.

(**) The aggregate shareholding of the members of the promoter and promoter group of the Target Company (including Acquirer's shareholding) after the acquisition under consideration is 4,49,700 equity shares amounting to 6.18% of the total diluted share capital of the Target Company/total diluted voting capital of the Target Company.

For D2M Garments Pvt Ltd


Meghna Dalmia
Director
DIN: 09151206

Place: Mumbai
Date: April 1, 2024