

NIRANJANLAL DALMIA PVT LTD

(CIN: U17120MH1978PTC020251)

71, Nariman Bhavan, Nariman Point, Mumbai:-400021

Date 21st December 2023

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

Script Code : 513063

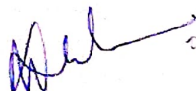
Sub: Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Pursuant to amalgamation between Niranjanlal Dalmia Private Limited with D2M Garments Private Limited and their respective shareholders as approved by National Company Law Tribunal, Mumbai vide its order dated 8th December 2023 (which became effective on 20.12.2023, 4, 49,700 shares of Trans-Freight Containers Ltd which were earlier held by Niranjanlal Dalmia Private Limited have been effectively transferred to and vested in D2M Garments Private Limited.

Subsequent to the said order, D2M Garments Private Limited holds 4, 49,700 shares (i.e. 6.18%) shares in Trans-Freight Containers Ltd.

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

For Niranjanlal Dalmia 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. However, following the successful implementation of the Scheme of Amalgamation of Niranjnalal Dalmia Private Limited (a member of the promoter/promoter group of the target company) with and into Acquirer, the latter now holds 4,49,700 shares, representing 6.18% of the Target Company.		
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			
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	4,49,700	4,49,700	4,49,700
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
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

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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 amalgamation between Niranjnallal Dalmia Private Limited and D2M Garments Private Limited, along with the respective shareholders, as approved by the National Company Law Tribunal, Mumbai, vide its order dated 8th December 2023 (which became effective on 20.12.2023, 4,49,700 shares of Trans-Freight Containers Ltd, which were previously held by Niranjnallal Dalmia Private Limited, have been effectively transferred to and vested in D2M Garments Private Limited.		
Date of sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	20.12.2023 being the effective date of the Scheme		
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.

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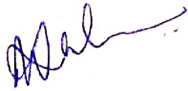
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(***) Pursuant to amalgamation between Niranjnal Dalmia Private Limited with D2M Garments Private Limited and their respective shareholders as approved by National Company Law Tribunal, Mumbai vide its order dated 08.12.2023 which became effective on 20.12.2023, 4,49,700 shares of Trans-Freight Containers Ltd which were earlier held by Niranjnal Dalmia Private Limited have been effectively transferred to and vested in D2M Garments Private Limited as Niranjnal Dalmia Private Limited ceased to exist and is effectively succeeded by D2M Garments Private Limited

(#) 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 48,47,681 equity shares amounting to 66.57% 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 48,47,681 equity shares amounting to 66.57% of the total diluted share capital of the Target Company/total diluted voting capital of the Target Company.

For Niranjnal Dalmia Private Limited



Meghna Dalmia
Director
DIN:09151206



Place: Mumbai
Date:21st December 2023