

D2M GARMENTS PVT LTD

(CIN: U18101MH2005PTC157039)

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(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Pursuant to amalgamation between Niranjnlal 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 Niranjnlal 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 D2M Garments Private Limited

x 

Meghna Dalmia
Director
DIN: 09151206



Place: Mumbai

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

Part-A- Details of the Acquisition

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 Niranjnlal 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 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 acquirer along with PACs of #:			
a) Shares carrying voting rights	Nil	Nil	Nil
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)			
c) Voting rights (VR) otherwise than by equity 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)			
e) Total (a+b+c+d)	Nil	Nil	Nil

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Details of acquisition			
a) Shares carrying voting rights acquired	4,49,700	6.18	6.18
b) VRs acquired otherwise than by equity 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.			
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)			
e) Total (a+b+c+/-d)	4,49,700	6.18	6.18
After the acquisition, holding of acquirer along with PACs of :			
a) Shares carrying voting rights	4,49,700	6.18	6.18
b) VRs otherwise than by equity 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) after acquisition			
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)			
e) Total (a+b+c+d)	4,49,700	6.18	6.18
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Pursuant to the amalgamation between Niranjnall 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 Niranjnall Dalmia Private Limited, have been effectively transferred to and vested in D2M Garments Private Limited.		
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 Scheme.		
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.	The Scheme became effective on 20.12.2023 i.e. the effective date.		
Equity share capital / total voting capital of the TC before the said acquisition	Rs 7,28,22,400		

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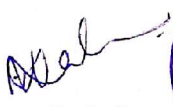
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Equity share capital/ total voting capital of the TC after the said acquisition	Rs 7,28,22,400
Total diluted share/voting capital of the TC after the said acquisition	Rs 7,28,22,400

Part B***

Name of the Target Company : Trans-Freight Containers Ltd. (BSE Script Code : 513063)

For D2M Garments Private Limited

x 
Meghna Dalmia
Director
DIN: 09151206



Place: Mumbai

Date: 21st December 2023

(*) 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.

([#]) 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.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.