

# TITAGARH CAPITAL MANAGEMENT SERVICES PRIVATE LIMITED

Registered Office: Premlata, 4<sup>th</sup> Floor, 39, Shakespeare Sarani, Kolkata 700 017.

Phone: (033) 2283 4467, Fax; (033) 2289 1655

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By E-mail/Courier

March 8, 2012

1. Bombay Stock Exchange Limited  
Corporate Relationship Dept  
1<sup>st</sup> Floor Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai-400001

2. National Stock Exchange Limited  
Exchange Plaza ,Bandra-Kurla Complex  
Bandra East)  
Mumbai-400051

3. Titagarh Wagons Limited  
Premlata, 4<sup>th</sup> Floor  
39 Shakespeare Sarani,Kolkata-700017

Dear Sirs,

**Sub: Intimation under Regulation 29(2) of SEBI (Substantial Acquisition of Shares And Takeovers) Regulations, 2011**

This is to inform you that with reference to the above stated Regulations, that we, Titagarh Capital Management Services Private Limited, shareholder of the Company (one of the promoter) have been allotted 3,70,000 equity shares of Rs. 10/- of Titagarh Wagons Limited by the Company on March 7, 2012 in conversion of the equivalent number of Equity Share Warrants convertible into equity shares held by me. Disclosure pursuant to the captioned Regulation in the prescribed format is enclosed.

This for your information and for taking on record.

Thanking you,

Yours faithfully,

For Titagarh Capital Management Services Private Limited'



Director



Encl: As above

**DISCLOSURES UNDER REGULATION 29 (2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

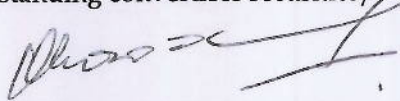
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|-------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of the Target Company (TC)                                               | Titagarh Wagons Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | <p><b>Acquirers:</b></p> <ol style="list-style-type: none"> <li>1. Mrs. Rashmi Chowdhary</li> <li>2. Titagarh Capital Management Services Private Limited</li> </ol> <p><b>Persons Acting in concert:</b></p> <ul style="list-style-type: none"> <li>• Smt. Savitri Devi Chowdhary</li> <li>• Shri Jagdish Prasad Chowdhary</li> <li>• Shri Umesh Chowdhary</li> <li>• Smt. Bimla Devi Kajaria</li> <li>• Smt. Panna Devi Kajaria</li> <li>• Shri Gaurav Kajaria</li> <li>• Shri Pawan Kumar Kajaria</li> <li>• Smt. Vinita Bajoria</li> <li>• Shri Sanjay Kumar Bajoria</li> <li>• Shri Saket Kandoi</li> <li>• Smt. Sumita Kandoi</li> <li>• Shri Subhash Kandoi</li> <li>• Shri Sushil Kumar Saraogi</li> <li>• Tecalemit Industries Ltd.</li> <li>• Navyug Business Pvt. Ltd.</li> <li>• Simplex Developments Pvt. Ltd.</li> <li>• Traco International Investment Pvt. Ltd.</li> <li>• Singhal Contractors and Builders Pvt. Ltd.</li> <li>• Continental Valves Limited</li> <li>• Apex Traders and Exporters Limited</li> <li>• Shivalik Mercantile Private Limited</li> <li>• Titagarh Logistics Infrastructures Pvt. Ltd.</li> <li>• Titagarh Marine Limited</li> <li>• Bhatpara Papers Limited</li> <li>• Titagarh Papers Limited</li> <li>• West Bengal Pulpwood Development Corporation Limited</li> <li>• Sourennee Leaves Private Limited</li> <li>• J P Chowdhary and other (HUF)</li> <li>• Prithish Family Trust</li> <li>• Sree Kashi Nath Bhagwati Devi Charitable Trust</li> <li>• Umesh Chowdhary (HUF)</li> </ul> |
| Whether the acquirer belongs to Promoter/Promoter group                       | Mrs. Rashmi Chowdhary- Promoter Group<br>Titagarh Capital Management Services Private Limited- Promoter                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed            | <ol style="list-style-type: none"> <li>1. Bombay Stock Exchange Limited</li> <li>2. National Stock Exchange of India Limited</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |




| Details of the acquisition/disposal as follows                                                                                                                                             | Number                                                                                                 | % w.r.t. total share/voting capital wherever applicable | % w.r.t. total diluted share/voting capital of the TC (*) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|---------------------------------------------------------|-----------------------------------------------------------|
| <b>Before the acquisition under consideration, holding of :</b>                                                                                                                            |                                                                                                        |                                                         |                                                           |
| a) Shares carrying voting rights                                                                                                                                                           | 94,03,214                                                                                              | 49.99%                                                  | 46.88%                                                    |
| b) Voting rights (VR) otherwise than by shares                                                                                                                                             | Nil                                                                                                    | Nil                                                     | Nil                                                       |
| 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)                   | 12,50,000                                                                                              | -                                                       | 6.23%                                                     |
| d) Total (a+b+c)                                                                                                                                                                           | 1,06,53,214                                                                                            | 49.99%                                                  | 53.11%                                                    |
| <b>Details of acquisition/sale</b>                                                                                                                                                         |                                                                                                        |                                                         |                                                           |
| a) Shares carrying voting rights acquired/ <del>sold</del>                                                                                                                                 | 12,50,000                                                                                              | 6.23%                                                   | 6.23%                                                     |
| b) VRs acquired/sold otherwise than by shares                                                                                                                                              | Nil                                                                                                    | Nil                                                     | Nil                                                       |
| 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     | Nil                                                                                                    | Nil                                                     | Nil                                                       |
| d) Total (a+b+c)                                                                                                                                                                           | 12,50,000                                                                                              | 6.23%                                                   | 6.23%                                                     |
| <b>After the acquisition/sale, holding of:</b>                                                                                                                                             |                                                                                                        |                                                         |                                                           |
| a) Shares carrying voting rights                                                                                                                                                           | 1,06,53,214                                                                                            | 53.11%                                                  | 53.11%                                                    |
| b) VRs otherwise than by shares                                                                                                                                                            | Nil                                                                                                    | Nil                                                     | Nil                                                       |
| 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 | Nil                                                                                                    | Nil                                                     | Nil                                                       |
| d) Total (a+b+c)                                                                                                                                                                           | 1,06,53,214                                                                                            | 53.11%                                                  | 53.11%                                                    |
| Mode of acquisition/sale (e.g. open market / off market / public issue / rights issue / preferential allotment / inter-se transfer, etc.)                                                  | Conversion of Equity Share Warrants convertible into equity shares in accordance with ICDR Regulations |                                                         |                                                           |
| Date of acquisition / <del>sale of shares / VR or</del> date of receipt of intimation of allotment of shares, whichever is applicable                                                      | March 7, 2012                                                                                          |                                                         |                                                           |
| Equity share capital / total voting capital of the TC before the said acquisition/ <del>sale</del>                                                                                         | 1,88,09,069                                                                                            |                                                         |                                                           |
| Equity share capital/ total voting capital of the TC after the said acquisition/ <del>sale</del>                                                                                           | 2,00,59,069                                                                                            |                                                         |                                                           |
| Total diluted share/voting capital of the TC after the said acquisition                                                                                                                    | 2,00,59,069                                                                                            |                                                         |                                                           |

**Note:**

(\*) 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.

  
Signature of the acquirer / ~~seller~~ / Authorised Signatory

Place: Kolkata

Date: March 7, 2012

