



3rd September, 2020

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G, Bandra-Kurla Complex,
Bandra (E), Mumbai-400051
Scrip Code: TWL (EQ)

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400001
Scrip Code: 532966

Madam/Sir,

Sub.: Disclosure under Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

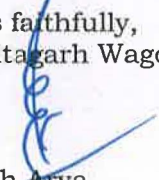
With reference to the subject captioned above, this is to inform you that Chowdhary Foundation (Acting through Shri Jagdish Prasad Chowdhary, Trustee), being a part of Promoter Group of Titagarh Wagons Limited ('the Company') has acquired 1,25,51,874 shares representing 10.85% of the equity share capital of the Company as a gift from other shareholders forming part of the Promoter/Promoter group of the Company through off-market transfer. The Securities and Exchange Board of India (SEBI) by its Order no. WTM/GM/CFD/20/2020-21 dated 30.07.2020 has granted exemption to the Acquirer from making an open offer pursuant to Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

In the aforesaid connection, the necessary disclosure under Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as submitted by the Acquirer, duly signed, is enclosed herewith for your kind information.

Please take the above on record.

Thanking you,

Yours faithfully,
For Titagarh Wagons Limited


Dinesh Arya
Company Secretary

Encl.: As above

TITAGARH WAGONS LIMITED

CIN: L27320WB1997PLC084819

Registered & Corporate Office: Titagarh Towers, 756 Anandapur, E. M. Bypass, Kolkata - 700 107, India
Phone : +91 33 4019 0800 | Fax: + 91 33 4019 0823 | Email : corp@titagarh.in | Web: www.titagarh.in

CHOWDHARY FOUNDATION

Office: 14 B, Gurusaday Road, Kolkata 700 019, West Bengal

Phone No: 033 2280 3001, Fax: 033 4019 0823

Date: 03.09.2020

Titagarh Wagons Limited

756 Anandapur, E.M. Bypass,
Kolkata - 700107

Dear Sirs,

Subject: Disclosure under Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Pursuant to the captioned Regulation, we enclose a statement containing the acquisition by us of shares in Titagarh Wagons Limited, as a gift from other shareholders forming part of the Promoter/Promoter group of the Company through off-market transfer, in the prescribed format duly filled up and signed. Such acquisition of shares is exempt from making 'Open Offer' pursuant to the Order no. WTM/GM/CFD/20/2020-21 dated 30.07.2020 issued by the Securities and Exchange Board of India (SEBI).

Please take the above disclosure on record.

Thanking you,

Yours faithfully,

For and on behalf of **Chowdhary Foundation**

CHOWDHARY
JAGDISH PRASAD

Digitally signed by
CHOWDHARY JAGDISH
PRASAD
Date: 2020.09.03 17:30:34
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Jagdish Prasad Chowdhary
Managing Trustee

Encl.: As above.

CHOWDHARY FOUNDATION

Office: 14 B, Gurusaday Road, Kolkata 700 019, West Bengal

Phone No: 033 2280 3001, Fax: 033 4019 0823

Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Titagarh Wagons Limited			
2.	Name of the acquirer(s)	Chowdhary Foundation (Acting through Shri Jagdish Prasad Chowdhary, Trustee)			
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited National Stock Exchange of India Limited			
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Off market, inter-se transfer among promoter & promoter group/ promoter Family Trust. The Transferors and their immediate relatives are directly in control of the Acquirer Trust, hence there will be no change in the control or management of the Target Company after the proposed acquisition.			
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Securities and Exchange Board of India (SEBI) by its Order no. WTM/GM/CFD/20/2020-21 dated 30.07.2020 has under Regulation 11 granted exemption to the Acquirer from making open offer.			
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, – Whether disclosure was made and whether it was made within the timeline specified under the regulations. – Date of filing with the stock exchange.	Yes 22.08.2020			
7.	Details of acquisition	Disclosures required to be made under Regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made		
	a. Name of the transferor / seller	1. Jagdish Prasad Chowdhary 2. Savitri Devi Chowdhary	Yes		
	b. Date of acquisition	28.08.2020			
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	1. 85,840 equity shares from Jagdish Prasad Chowdhary 2. 1,24,66,034 equity shares from Savitri Devi Chowdhary			
	d. Total shares ~~proposed to be acquired~~ / actually acquired as a % of diluted share capital of TC	10.86%			
	e. Price at which shares are ~~proposed to be acquired~~ / actually acquired	1. Nil. Gift from Jagdish Prasad Chowdhary 2. Nil. Gift from Savitri Devi Chowdhary			
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t. to total share capital of TC	No. of shares held	% w.r.t. to total share capital of TC
	Each Acquirer / Transferee(*):				
	1. Chowdhary Foundation (Acting through Shri Jagdish Prasad Chowdhary, Trustee)	56,50,001	4.89%	1,82,01,875	15.74%
	2. Titagarh Capital Management Services Private Limited	2,16,70,165	18.74%	2,16,70,165	18.74%
	3. Smt. Rashmi Chowdhary	1,28,16,105	11.09%	1,28,16,105	11.09%
	4. Shri Umesh Chowdhary	77,530	0.07%	77,530	0.07%

Registration No. 190302765 of 2019, PAN: AACTC5784H

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5.	Smt. Vinita Bajoria	80	0.0001%	80	0.0001%
6.	Smt. Sumita Kandoi	85	0.0001%	85	0.0001%
Each Seller / Transferor:					
1.	Jagdish Prasad Chowdhary	1,56,540	0.14%	70,700	0.06%
2.	Savitri Devi Chowdhary	1,24,66,034	10.78%	Nil	Nil

Note:

1. (*) Shareholding of each entity shall be shown separately and then collectively in a group.
2. The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

Date: 03/09/2020

Place: Kolkata

For and on behalf of **Chowdhary Foundation**

CHOWDHARY
JAGDISH PRASAD

Digitally signed by
CHOWDHARY JAGDISH PRASAD
Date: 2020.09.03 17:31:39
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Jagdish Prasad Chowdhary
Managing Trustee