

**Annexure – 1**

**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)                                                                                                                                                            | <b>Titagarh Wagons Limited</b>                                                                                                                                                                                                    |                                                              |                                                             |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer                                                                                                              | HDFC Mutual Fund:<br>HDFC Trustee Company Limited A/c – <ul style="list-style-type: none"> <li>• HDFC Core &amp; Satellite Fund</li> <li>• HDFC Prudence Fund</li> <li>• HDFC MF Monthly Income Plan – Short Term Plan</li> </ul> |                                                              |                                                             |
| Whether the acquirer belongs to Promoter/ Promoter group                                                                                                                                   | No                                                                                                                                                                                                                                |                                                              |                                                             |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed                                                                                                                         | NSE and BSE                                                                                                                                                                                                                       |                                                              |                                                             |
| Details of the acquisition of shares/voting rights/holding of the Acquirer and PAC                                                                                                         | 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 acquirer along with PACs of:</b>                                                                                                 |                                                                                                                                                                                                                                   |                                                              |                                                             |
| a) Shares carrying voting rights                                                                                                                                                           | 7,98,000                                                                                                                                                                                                                          | 3.98                                                         | N.A.                                                        |
| b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)                                                                                                     | 0                                                                                                                                                                                                                                 | 0                                                            | N.A.                                                        |
| c) Voting rights (VR) otherwise than by equity shares                                                                                                                                      | 0                                                                                                                                                                                                                                 | 0                                                            | N.A.                                                        |
| 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)                 | 0                                                                                                                                                                                                                                 | 0                                                            | N.A.                                                        |
| <b>e) Total (a+b+c+d)</b>                                                                                                                                                                  | <b>7,98,000</b>                                                                                                                                                                                                                   | <b>3.98</b>                                                  | <b>N.A.</b>                                                 |
| <b>Details of acquisition</b>                                                                                                                                                              |                                                                                                                                                                                                                                   |                                                              |                                                             |
| a) Shares carrying voting rights acquired                                                                                                                                                  | 2,99,999                                                                                                                                                                                                                          | 1.50                                                         | N.A.                                                        |
| b) VRs acquired otherwise than by equity shares                                                                                                                                            | 0                                                                                                                                                                                                                                 | 0                                                            | N.A.                                                        |
| 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          | 0                                                                                                                                                                                                                                 | 0                                                            | N.A.                                                        |
| d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)                                                                                                    | 0                                                                                                                                                                                                                                 | 0                                                            | N.A.                                                        |
| <b>e) Total (a+b+c+/-d)</b>                                                                                                                                                                | <b>2,99,999</b>                                                                                                                                                                                                                   | <b>1.50</b>                                                  | <b>N.A.</b>                                                 |
| <b>After the acquisition, holding of acquirer along with PACs of:</b>                                                                                                                      |                                                                                                                                                                                                                                   |                                                              |                                                             |
| a) Shares carrying voting rights acquired                                                                                                                                                  | 10,97,999                                                                                                                                                                                                                         | 5.47                                                         | N.A.                                                        |
| b) VRs acquired otherwise than by equity shares                                                                                                                                            | 0                                                                                                                                                                                                                                 | 0                                                            | N.A.                                                        |
| 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 | 0                                                                                                                                                                                                                                 | 0                                                            | N.A.                                                        |
| d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)                                                                                                     | 0                                                                                                                                                                                                                                 | 0                                                            | N.A.                                                        |
| <b>e) Total (a+b+c+d)</b>                                                                                                                                                                  | <b>10,97,999</b>                                                                                                                                                                                                                  | <b>5.47</b>                                                  | <b>N.A.</b>                                                 |

|                                                                                                                                                                                                             |                                     |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|
| Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/ encumbrance, etc.)                                                                        | Market Purchase                     |
| Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.                                                                     | N.A.                                |
| Date of acquisition of/ <del>date of receipt of intimation of allotment</del> of shares /VR/ warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares in the TC. | February 27, 2015                   |
| Equity share capital / total voting capital of the TC before the said acquisition                                                                                                                           | 2,00,59,069 shares of Rs. 10/- each |
| Equity share capital/ total voting capital of the TC after the said acquisition                                                                                                                             | 2,00,59,069 shares of Rs. 10/- each |
| Total diluted share/ voting capital of the TC after the said acquisition                                                                                                                                    | N.A.                                |

Note: Percentages given above are rounded off to two decimal places.

**For HDFC Asset Management Company Limited**  
(Investment Manager to the Schemes of HDFC Mutual Fund)

  
Dhruti Barot  
Senior Manager - Compliance

Place: Mumbai  
Date: March 3, 2015

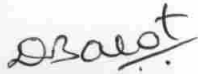
**Notes:**

(\*) 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.



**For HDFC Asset Management Company Limited**  
(Investment Manager to the Schemes of HDFC Mutual Fund)



Dhruti Barot  
Senior Manager - Compliance

Place: Mumbai

Date: March 3, 2015

**Note:**

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

