

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	Titagarh Wagons Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	GE Capital International (Mauritius)		
Whether the acquirer belongs to Promoter / Promoter Group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are listed	National Stock Exchange of India Bombay Stock Exchange		
<i>Details of the acquisition / disposal as follows</i>	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:	(a) 10,673,420	(a) 10.64%	(a) 10.64%
(a) Shares carrying voting rights			
(b) Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others)			
(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 TC (specify holding in each category)			
(e) Total (a + b + c + d)	10,673,420	10.64%	10.64%
Details of acquisition / sale	(a) (i) 57,000 (of Face Value of INR 10 each) (ii) 1,810,000 (of Face Value of INR 2 each)	(a) 2.089%	(a) 2.089%
(a) Shares carrying voting rights acquired / sold			
(b) VRs acquired / 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)	(i) 57,000 (of Face Value of INR 10 each) (ii) 1,810,000 (of Face Value of INR 2 each)	2.089%	2.089%
After the acquisition / sale, holding of:	(a) 8,578,420	(a) 8.55%	(a) 8.55%
(a) Shares carrying voting rights			
(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)	8,578,420	8.55%	8.55%
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Market Sale		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	As per Appendix A		
Equity share capital / total voting capital of the TC before the said acquisition / sale	100,295,345	100%	100%
Equity share capital / total voting capital of the TC after the said acquisition / sale	100,295,345	100%	100%
Total diluted share/voting capital of the TC after the said acquisition/sale.	100,295,345	100%	100%

(\*) 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.

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



Luchmee Arunachalam  
 GE Capital International (Mauritius)  
 Place: Mauritius  
 Date: 24 July 2015

**APPENDIX A**

<b>Titagarh Wagons Limited</b>							
<b>Details of change in Shareholding</b>							
<b>Shareholding Prior to Sale (of Face Value of INR 2)</b>					<b>10,673,420</b>	<b>10.64%</b>	
<b>Date of Sale</b>	<b>Sell Value at BSE</b>	<b>Quantity Sold at BSE</b>	<b>Sell Value at NSE</b>	<b>Quantity of Sold at NSE (of Face Value of INR 10)</b>	<b>Quantity of Sold at NSE (of Face Value of INR 2)</b>	<b>Percentage</b>	
April 17, 2015	-	-	9,027,114.00	15,000	-		
April 20, 2015	-	-	19,606,743.36	32,400	-		
April 21, 2015	-	-	5,785,965.12	9,600	-		
July 20, 2015	-	-	33,520,901.10	-	286,500		
July 21, 2015	-	-	25,595,426.60	-	226,000		
July 22, 2015	-	-	66,066,278.40	-	576,000		
July 23, 2015	-	-	50,274,264.60	-	441,000		
July 24, 2015	-	-	31,599,923.85	-	280,500		
<b>Total</b>	-	-	<b>241,476,617.03</b>	<b>57,000</b>	<b>1,810,000</b>	<b>2.089%</b>	
<b>Total Number and Percentage of Shares Sold</b>					<b>57,000</b>	<b>1,810,000</b>	<b>2.089%</b>
<b>Number and percentage of shares post sale (of Face Value of INR 2)</b>					<b>8,578,420</b>	<b>8.55%</b>	