



Ref: NSE/LIST/144380-V

August 12, 2010

The Company Secretary
Triveni Engineering & Industries Limited
8th floor, Express Trade Towers,
15-16, sector -16A,
Noida - 201301

Kind Attn.: Ms. Geeta Bhalla

Dear Madam,

Sub.: Application under Clause 24(f) of the Listing Agreement

We are in receipt of your letter enclosing the draft Scheme of Arrangement between Triveni Engineering & Industries Limited and Triveni Turbine Limited and their Respective Shareholders and Creditors.

We have perused the draft Scheme of Arrangement and the related documents /details submitted by you including the confirmation of the Company Secretary that the scheme so submitted does not in any way violate, over-ride or circumscribe the provisions of Securities Laws or the Stock Exchange requirements.

Accordingly, we do hereby convey to you our 'no-objection' with limited reference to those matters having a bearing on listing / delisting / continuous listing requirements within the provisions of the Listing Agreement, so as to enable you to file the scheme with the Hon'ble High Court.

However, the listing of equity shares of Triveni Turbine Limited on the National Stock Exchange India Limited shall be subject to SEBI granting relaxation under Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957. Further, Triveni Turbine Limited shall comply with SEBI Act, Rules, Regulations, directions of the SEBI and any other statutory authorities and Rules, Byelaws and Regulations of the Exchange.

The Company should also fulfill the Exchange's criteria for listing such company and also comply with other applicable statutory requirements. However, the listing of shares of Triveni Turbine Limited is at the discretion of the Exchange.

In addition to the SEBI approval, the listing of Triveni Turbine Limited, pursuant to the Scheme of Arrangement shall be subject to Company satisfying the following conditions:

1. To submit the Information Memorandum containing all the information about Triveni Turbine Limited and its group companies in line with the disclosure requirements applicable for public issues with NSE for making the same available to the public through website of the company.



2. To publish an advertisement in the newspapers containing all the information about Triveni Turbine Limited in line with the details required as per SEBI circular no.SEBI/CFD/SCRR/01/2009/03/09 dated September 3, 2009. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as NSE.
3. To disclose all the material information about Triveni Turbine Limited to NSE on the continuous basis so as to make the same public, in addition to the requirements, if any, specified in Listing Agreement for disclosures about the subsidiaries.
4. The following provision shall be incorporated in the scheme:
 - (a) "The shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange."
 - (b) "There shall be no change in the shareholding pattern or control in Triveni Turbine Limited between the record date and the listing which may affect the status of this approval."

Further you are also advised to bring this letter to the notice of your shareholders and to all the relevant authorities as deemed fit and in your application for approval of the scheme of arrangement.

However, the Exchange reserves its right to withdraw this No-objection approval at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

Yours faithfully,
For National Stock Exchange of India Limited

R Johnson Joseph
Chief Manager

P.S. Checklist of all the further issues is available on website of the exchange at the following URL
http://www.nseindia.com/content/equities/eq_checklist.htm.

Ref: DCS/AMAL/SI/24(f)/478/2010-11

August 18, 2010

The Company Secretary,
Triveni Engineering & Industries Limited,
Deoband, District Saharanpur,
Uttar Pradesh- 247 554

Dear Sir,

Sub: Application under Clause 24(f) of the Listing Agreement to the proposed Scheme of Arrangement under Sections 391-394 of the Companies Act, 1956.

We acknowledge receipt of your various letters resting with e-mail dated August 12, 2010 forwarding the draft Scheme of Arrangement involving demerger of "Steam Turbine Undertaking" of your company into Triveni Turbine Ltd (TTL) respectively. We also refer to various Exchange correspondence and discussions with company representatives in connection with the captioned matter.

The Exchange has noted the confirmation given by the Company stating that the scheme does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions of the Listing agreement or the requirements of Bombay Stock Exchange Limited (BSE).

It may further be noted that listing of equity shares of TTL on the Bombay Stock Exchange Limited, shall be subject to SEBI granting relaxation under Rule 19(2) (b) of the Securities Contract (Regulation) Rules, 1957. Further, TTL will have to fulfill the Exchange's criteria for listing and also to comply with all the provisions contained in SEBI circular no. SEBI/CFD/SCRR/01/2009/03/09 dated September 3, 2009, Rules, Byelaws, and Regulations of the Exchange and other applicable statutory requirements.

In addition to above, the listing of TTL pursuant to the Scheme of Arrangement shall be subject to its satisfying the following conditions:

1. To submit the Information Memorandum containing all the information about TTL and its group companies in line with the disclosure requirements applicable for public issues with BSE, for making the same available to the public through the website of the Exchange. Further, the company is also advised to make the same available to the public through the website of TTL.
2. To publish an advertisement in the newspapers containing all the information about TTL in line with the details required as mentioned in the aforesaid SEBI circular. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the companies as well as the stock exchange.

3. To disclose all the material information about TTL to Bombay Stock Exchange Limited on a continuous basis so as to make the same public.
4. That there will not be any change in the pre arrangement capital structure of TTL except for issuance of shares to be issued pursuant to the scheme of Arrangement, till the listing of its equity shares on the Bombay Stock Exchange Limited.
5. That the following provision shall be incorporated in the scheme with respect to allotment of shares by TTL "The shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange."
6. That the entire pre arrangement capital of TTL shall be kept under lock-in for a period of 3 (three) years from the date of listing on the Bombay Stock Exchange Limited, in accordance with provisions of the SEBI circular no. SEBI/CFD/SCRR/01/2009/03/09 dated September 3, 2009

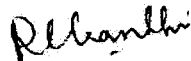
Accordingly, we hereby convey to you the Exchange's 'No-objection' with limited reference to those matters having bearing on listing/ delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable you to file the scheme with the Hon'ble High Court.

It is to be distinctly understood that the Exchange while granting the "No-objection" does not express its opinion on the fairness or otherwise, of the valuation of the entities concerned or the exchange ratio proposed in the said scheme of arrangement.

Further you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also in your applications for approval of the scheme of arrangement.

The Exchange, however, reserves its right to withdraw its No-objection approval at any later stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities etc.

Yours faithfully,



(Rajesh C. Gandhi)
Manager



(Sabah Inamdar)
Dy. Manager