

REF: TEIL:SE:

Date: 13th December, 2022

| BSE Limited | National Stock Exchange of India Limited |
|---------------------------|--|
| Phiroze Jeejeebhoy Towers | Exchange Plaza, C-1, Block G |
| Dalal Street | Bandra Kurla Complex |
| Mumbai – 400 001 | Bandra (E) |
| | Mumbai – 400 051 |
| | |
| Scrip Code: 532356 | Symbol: TRIVENI, Series: EQ |

Dear Sir/Madam,

Subject: Public Announcement for Buyback of Equity Shares

Pursuant to Regulation 30 read with Schedule III Part A (Paragraph A) and Regulation 47 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we hereby enclose copies of the relevant newspapers extracts regarding publication of the Public Announcement dated December 12, 2022 in all editions of Business Standard (English and Hindi newspapers) on December 13, 2022 and filed with the Securities and Exchange Board of India, in accordance with Regulation 7 of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended.

The above information will also be available on the Company's website www.trivenigroup.com.

We request you to take the above information on record.

Thanking You,

Yours faithfully, For Triveni Engineering & Industries Limited

When

Geeta Bhalla Group Vice President & Company Secretary M.No.A9475

Enclosed: As above



(iv) Except as disclosed below, no Equity Shares were purchased or sold (either through the stock exchanges or off market transaction) by the Promoters and members of the Promoter Group, Directors of the Prometer Company, persons who are in control of the Company and the Directors and KMPs of the Company, during a period of six months preceding the data of the Board Meeting I.a., November 5, 2022, and from the date of the Board Resolution till the date of the Board Resolution till me date of the Board Resolution till

| and | Name | Aggregate number of shares purchased or (sold) | Nature of Trans- action | Maximum Price (₹) | Date of Maximum Price | Minimum Price (₹) | Date of Minimum Price |
|---|----------------------------------|--|-------------------------------|-------------------------|-----------------------------|-------------------------|-----------------------------|
| l | Mr. Dhruv Manmohan Sawhney | (4,24,480) | Open Market Sale | 272.28 | September 20, 2022 | 271.04 | September 20, 2022 |
| l | Mr. Dhruv Manmohan Sawhney | (1,70,00,000) | Open Market Sale | 284.85 | December 08, 2022 | 280.00 | December 08, 2022 |

| Sr. No. | Name of the Promoter | Maximum Number of Equity Shares intended to be offered in the Buyback |
|------------|--|---|
| 1 | STFL Trading and Finance Private Limited | 7,87,39,178 |
| 2 | Mr. Dhruv Manmohan Sawhney* | 3,73,09,211 |
| 3 | Mrs Rati Sawhney | 15,10,000 |
| 4 | Mr. Nikhil Sawhney | 1,06,87,000 |
| 5 | Mr. Tarun Sawhney | 1,01,40,000 |
| 6 | M/s Manmohan Sawhney (HUF) | 42,44,452 |
| 7 | Mrs. Tarana Sawhney | 23,513 |
| | Total | 14,26,53,354 |

Subsequent to the Intention Letter(s), Mr. Dhruv Manmohan Sawhney, on December 8, 2022, has sold 1,70,00,000 shares in an open market sale, the details of which are disclosed

under paragraph 6(v) above. Since the entire shareholding of the Promoters is in dematerialised form, the details of the date and price of acquisition/sale of the Equity Shares of the Promoters who

| | Date of Transaction | No. of Equity Shares | | | Transaction Value (१) | Cumula- tive No. of Shares |
|--|--|---|---|--|---|---|
| 52 | | Mr. Dh | ruv Ma | anmohan Sav | whney | State Street |
| 1 | Opening as on 01-04-2003* | 4,83,122 | | Through purchases / allotments | 1,28,22,061.12 | 4,83,12 |
| 2 | 18-08-2004 | 3,50,000 | 10 | Inter-se Transfer amongst promoters | 1,53,30,000.00 | 8,33,12 |
| 3 | 06-09-2004 | 1,44,000 | 10 | Inter-se Transfer amongst promoters | 63,07,200.00 | 9,77,12 |
| 4 | 16-02-2005 | - | 1 | Split from | | 97,71,22 |
| 5 | 14-6-2005 | 53,14,638 | 1 | €10/- to €1/- Arising from distribution of assets on liquidation of DIRC Investments Limited. | 1,82,65,316.47 | 1,50,85,85 |
| 6 | 17-06-2005 | 2,26,28,787 | 1 | Bonus shares | - | 3,77,14,64 |
| 7 | 21-09-2007 to 27-09-2007 | (10,00,000) | 1 | Open Market | 12,39,01,150.00 | 3,67,14,64 |
| 8 | 18-09-2009 | (5,90,000) | 1 | Open Market / Inter-se transfer amongst promoters | 6,36,88,349.00 | 3,61,24,64 |
| 9 | 14-12-2011 | 19,08,111 | 1 | Inter-se transfer amongst promoters | 2,64,27,337.35 | 3,80,32,75 |
| 10 | 30-12-2011 | 3,59,000 | 1 | Inter-se transfer amongst promoters | 45,59,300.00 | 3,83,91,75 |
| 11 | 08-03-2019 | 17,39,000 | 1 | Inter-se transfer amongst promoters | 10,01,66,400.00 | 4,01,30,75 |
| | 09-08-2019 | (14,79,982) | 1 | Buyback | 14,79,98,200.00 | 3,86,50,77 |
| - | 21-10-2020 20-09-2022 | (9,17,083) (4,24,480) | 1 | Buyback Open Market Sale | 9,62,93,715.00 11,50,97,311.06 | 3,77,33,69 |
| 15 | 08-12-2022 | (1,70,00,000) | 1 | Open Market Sale | 477,28,19,700.00 | 2.03.09.2 |
| - | | Cumulati | ve Sha | reholding | | 2.03.09.21 |
| Sr. No. | Date of Transaction | No. of Equity Shares | Nom- inal Value | Nature of Transaction | Transaction Value (₹) | Cumula- tive No. of Shares |
| R | | | (₹) | tati Sawhney | | |
| 1 | Opening as on 01-04- 2003* | 1,41,759 | Mrs. R | Through purchases / allotments | 63,00,555.90 | 1,41,75 |
| 2 | | | | | | |
| 3 | 18-08-2004 18-08-2004 | 20,448 5,54,000 | 10 10 | By way of gift Inter-se | | |
| 3 | 18-08-2004 | 20,448 5,54,000 90,000 | | By way of gift Inter-se transfer amongst promoters Inter-se transfer amongst | 2,42,65,200.00 39,42,000.00 | 7,16,20 |
| 3 4 5 | 18-08-2004 18-08-2004 | 5,54,000 | 10 | By way of gift Inter-se transfer amongst promoters Inter-se transfer amongst promoters | | 8,06,20 |
| 4 | 18-08-2004 18-08-2004 06-09-2004 16-02-2005 | 5,54,000 90,000 – | 10 | By way of gift Inter-se transfer amongst promoters Inter-se transfer amongst promoters Split from ₹10/- to ₹1/- | | 7,16,20 8,06,20 80,62,07 |
| 4 5 6 7 | 18-08-2004 18-08-2004 06-09-2004 16-02-2005 17-06-2005 21-09-2007 to 21-09-2007 | 5,54,000 90,000 - 1,20,93,105 (18,75,000) | 10 10 1 1 1 1 | By way of gift inter-se transfer amongst promoters inter-se transfer amongst promoters Split from ₹10/- to ₹1/- Bonus shares Open Market sale | 39,42,000.00 23,12,90,445.00 | 7,16,20 8,06,20 80,62,07 2,01,55,17 1,82,80,17 |
| 4 5 6 | 18-08-2004 18-08-2004 06-09-2004 16-02-2005 17-06-2005 21-09-2007 to 27-09-2007 21-11-2008 26-11-2008 | 5,54,000 90,000 - 1,20,93,105 | 10 10 10 1 1 1 | By way of gift Inter-se transfer amongst promoters Inter-se transfer amongst promoters Split from ≹10/- to ₹1/- Bonus shares Open Market sale | 39,42,000.00 | 7,16,20 8,06,20 80,62,07 2,01,55,17 1,82,80,17 |
| 4 5 6 7 | 18-08-2004 18-08-2004 06-09-2004 16-02-2005 17-06-2005 21-09-2007 to 27-09-2007 21-11-2008 26-11-2008 | 5,54,000 90,000 - 1,20,93,105 (18,75,000) | 10 10 10 1 1 1 | By way of gift inter-se transfer amongst promoters inter-se transfer amongst promoters Split from ¥10/- to ¥1/- Bonus shares Open Market purchase Open Market | 39,42,000.00 23,12,90,445.00 | 7,16,20 8,06,20 80,62,07 2,01,55,17 1,82,80,17 1,97,71,71 |
| 4 5 6 7 8 9 | 18-08-2004 18-08-2004 06-09-2004 16-02-2005 17-06-2005 21-09-2007 to 27-09-2007 to 26-11-2008 to 26-11- | 5,54,000 90,000 1,20,93,105 (18,75,000) 14,91,535 | 10 10 1 1 1 1 | By way of gift Inter-se transfer amongst promoters Inter-se transfer amongst promoters Split from ₹10/- to ₹1/- Bonus shares Open Market purchase Open Market purchase | 39,42,000.00 23,12,90,445.00 5,23,98,013.00 | 7,16,20 8,06,20 80,62,07 2,01,55,17 1,82,80,17 1,97,71,71 1,99,38,38 |
| 4 5 6 7 8 9 | 18-08-2004 18-08-2004 06-09-2004 16-02-2005 17-06-2005 21-09-2007 to 27-09-2007 21-11-2008 26-11-2008 | 5,54,000 90,000 - 1,20,93,105 (18,75,000) 14,91,535 1,66,678 | 10 10 1 1 1 1 1 1 1 1 | By way of gift Inter-se transfer amongst promoters promoters promoters Split from \$101 to \$1^1. Bonus shares Open Market purchase Open Market purchase Open Market purchase Open Market purchase Transfer amongst Promoters Open Market purchase Den Market Den | 39,42,000.00 23,12,90,445.00 5,23,98,013.00 61,14,518.00 | 7,16,20 8,06,20 80,62,07 1,82,80,17 1,97,71,71 1,99,38,38 2,01,94,90 |
| 4 5 6 7 8 9 10 | 18-06-2004 18-08-2004 18-08-2004 16-02-2005 17-06-2005 21-09-2007 to 21-09-2007 to 21-09-2007 to 21-12-008 to 02-12-2008 04-12-2008 to 04-12-2008 | 5,54,000 90,000 - <u>1,20,93,105</u> (18,75,000) 14,91,535 1,66,678 2,56,521 | 10 10 1 1 1 1 1 1 1 1 1 1 | By way of gift inter-se transfers promotiens promo | 39,42,000.00 | 7,16,20 8,06,207 2,01,55,17 1,82,80,17 1,97,71,71 1,99,38,38 2,01,94,90 1,88,24,91 |
| 4 5 6 7 8 9 10 11 12 | 18-08-2004 18-08-2004 18-08-2004 18-02-2005 17-06-2005 21-09-2007 to 21-09-2007 21-11-2008 to 22-11-2008 to 22-11-2008 to 22-11-2008 to 22-11-2008 to 22-11-2008 to 22-12-2008 18-06-2010 | 5,54,000 90,000 - 1,20,93,105 (18,75,000) 14,91,535 1,66,678 2,56,521 (13,69,995) | 10 10 1 1 1 1 1 1 1 1 1 | By way of gift inter-se transfer amongst promoters | 39,42,000.00 | 7,16,20 8,06,20 80,62,07 1,82,80,17 1,97,71,71 1,99,38,38 2,01,94,90 1,88,24,91 2,00,69,16 |
| 4 5 6 7 8 9 10 11 12 13 | 18-08-2004 18-08-2004 18-08-2004 18-02-2005 17-06-2005 27-09-2007 27-09-2007 27-09-2007 27-09-2007 27-19-2008 28-11-2008 02-12-2008 18-08-2010 18-08-2010 18-08-2010 14-12-2011 | 5,54,000 90,000 - 1,20,93,105 (18,75,000) 14,91,535 1,66,678 2,56,521 (13,69,995) 12,44,250 | 10 10 1 1 1 1 1 1 1 1 1 1 1 | By way of gift. Inter-se transfer amongst promoters linter-se transfer amongst promoters Split from \$400 to \$210. Open Market purchase Open Market purchase Open Market purchase Inter-se transfer amongst promoters inter-se transfer inter-se tr | 39,42,000.00 | 7,16,20 8,06,20 2,01,55,17 1,82,80,17 1,97,71,71 1,99,38,38 2,01,94,90 1,88,24,91 2,00,69,16 2,03,58,16 |
| 4 5 6 7 8 9 10 11 12 13 14 15 | 18-08-2004 18-08-2004 18-08-2004 18-09-2004 18-09-2005 17-08-2005 27-09-2007 27-09-2007 27-09-2007 27-09-2007 27-19-2005 27-19-2005 27-19-2007 27-19-2007 27-19-2007 27-19-2007 18-08-2019 18-08-2019 18-08-2019 18-08-2019 | 5.54,000 90,000 | 10 10 1 1 1 1 1 1 1 1 1 1 1 1 | By way of gift inter-se transfer amongst amongst amongst amongst amongst amongst amongst amongst amongst amongst Skit fron 1. Ktons ahares Qpen Market Journ | 39,42,000,00 | 1,62,20 7,16,20 80,62,07 2,01,55,17 1,92,71,74 1,99,33,38 2,01,94,90 2,00,69,16 2,00,59,16 2,00,59,16 2,00,59,16 1,86,19,16 1,86,19,16 |
| 4 5 6 7 8 9 10 11 12 13 14 15 16 | 18-08-2004 18-08-2004 18-08-2004 18-09-2004 18-02-2005 17-08-2005 27-09-2007 27-09-2007 27-09-2007 27-19-2007 27-19-2007 27-19-2007 27-19-2007 27-19-2007 27-19-2007 27-19-2007 27-19-2007 27-19-2007 27-19-2007 27-19-2007 18-08-2019 18-08-2019 08-08-2019 09-08-2019 27-10-2020 | 5.54,000 90,000 - 1.20.93,105 (18,75,000) 14,91,535 1.66,678 2.56,521 (13,69,995) 12,44,250 2.89,000 (17,39,000) (17,39,000) (17,39,000) | 10 10 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 | By way of gift. Inter-se transfer amongst promoters linter-se transfer amongst promoters Split from Split from Spli | 39,42,000,00 | 7,16,20 8,06,20 2,01,55,17 1,82,80,17 1,97,71,71 1,97,71,71 1,97,71,71 1,96,33,82 2,00,69,16 1,88,24,91 1,88,24,91 1,88,24,91 1,88,24,91 1,88,24,91 1,88,24,91 1,88,24,91 1,88,24,91 1,88,24,91 1,88,24,91 1,88,24,91 1,88,24,91 1,88,24,91 1,88,24,91 1,88,24,91 1,89,24,24 1,99,35,82 1,99,35,81 1,99,35,81 1,79,15,103 1,79,15,103 1,79,15,103 1,79,15,103 1,79,15,103 1,79,15,103 1,79,15,103 1,79,15,103 1,79,15,103 1,79,15,103 1,79,15,103 1,79,15,103 1,75,10 |
| 4 5 6 7 8 9 10 11 12 13 14 15 | 18-08-2004 18-08-2004 18-08-2004 18-09-2004 18-09-2005 17-08-2005 27-09-2007 27-09-2007 27-09-2007 27-09-2007 27-19-2005 27-19-2005 27-19-2007 27-19-2007 27-19-2007 18-08-2019 18-08-2019 18-08-2019 18-08-2019 18-08-2019 | 5.54,000 90,000 | 10 10 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 | By way of gift. Inter-se transfer amongst promoters linter-se transfer amongst promoters Split from \$10\u001b of 1\u00e9 Split from \$10\u001b of 1\u001b Open Market purchase Open Market purchase Open Market purchase Inter-se transfer amongst promoters linter-se transfer amongst promoters linter-se transfer amongst promoters linter-se transfer amongst promoters Buyback | 39,42,000,00 | 7,16,20 8,06,207 2,01,55,17 1,82,80,17 1,97,71,71 1,99,38,38 2,01,94,90 1,88,24,91 2,00,69,16 2,03,58,16 1,86,19,16 |



Corporate Identity Number (CIN): L15421UP1932PLC022174 Registered Office: A-44, Hosieny Complex, Phase II Extension, Noida-201 305, Uttar Pradesh Corporate Office: 8° Floor, Express Trade Towers, Piot No.15-16, Section-16A, Noida - 201 301, Uttar Tel. No.: 91 120 4308000 [Fax No.: 91 120 4310100-11] E-mail: shares@tivenigroup.com [Website: www.t Contact Person: Geeta Bhalla, Group Vice President and Company Secretary

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF TRIVENI ENGINEERING & INDUSTRIES LIMITED (THE "COMPANY") FOR THE BUYBACK OF EQUITY SHARES THROUGH THE TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUYBACK OF SECURITIES) REGULATIONS, 2018, AS MANENDED

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Buyback Regulations. OFFER TO BUYBACK UP TO 2,28,57,142 FULLY PAID-UP EQUITY SHARES HAVING A FACE VALUE OF 614. (INDIAN RUPEE ONE ONLY) EACH OF THE COMPANY (FCUITY SHARES") AT A PRICE OF 7330. (INDIA RUPEES THREE HUNDRED AND FIFTY ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS FROM ALL THE EQUITY SHAREHOLDERSIBENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY THROUGH THE TENDER OFFER PROCESS THROUGH THE STOCK EXCHANGE MECHANISM.

The STUCK EXCHANCE MECHANISM. Cartain figures contained in this Public Announcement, Including financial information, have been subject to rounding-off adjustments, All decimals have been rounded off D2 (We) decimal points. In cartain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in cartain tables may not conform exactly to the total figure given for that column or row.

- DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE 1. DETAILS OF THE BUYBACK OFFER AND BUYBACK OFFER PRICE
 The bacerd of ductors of the Company (herindare refered to as the "Board", which expression includes any committee constituted by the Board to searches its powering and subject to approvals of stability, regulatory or powermential authorities and my be required under applicable laws, approved the buyback of its Equity Shares (empendential particular to the lamsack and particular provides of the Company, not exceeding 2.28,57,142 Equity Shares (empendential particular to the lamsack and particular provides of the Company, not exceeding 2.28,57,142 Equity Shares (empendential particular to the lamsack and particular provides and services the reference of the induced for the lamsack and particular particular to the lamsack and particular partin particular particular parting particular particular particul
- 1.2
- 1.3
- 1.5
- 1.7.
- 1.8.
- 1.9 2
- - Value and improving return on equity. The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve a reservation of up to 15% of the Buyback Size for small shareholders. The Company

- believes that this reservation for small shareholders would be classified as "Small Shareholders". (iii) The Buyback gives an option to the Eligible Shareholders to either (A) participate in Bellyback and receive cash in leu of their Equity Shares which are accepted under the Buyback, or (B) not to participate in the Buyback and get a result increase in their percentage shareholding in the Company post the Buyback, without additional investment. Butkinut Moutry of FUNDS REGUIRED FOR THE BUYBACK AND ITS Butkinut Moutry of FUNDS REGUIRED FOR THE BUYBACK AND ITS SOURCES OF FUNDS FORM WHICH BUYBACK WILL BE FUNDACES SOURCES OF FUNDS FORM WHICH BUYBACK WILL BE FUNDACES ON 00 0001
- SOURCES OF FUNDS FROM WHICH BUYBACK WILL BE FINANCED The maximum amount required for Buyback will not exceed \$800.00.00.000/ (Indian Rupees Eight hundred Cross only) (excluding Transaction Costs). The maximum amount mentioned artiforesaid is 24.5% and 24.4% of the aggregate of the fully paid-up equity share capital and free reserves as per the latest audited interim standautes and consolidated financial statements of the Company as on September 30, 2022 (being the latest audited financial statements available as no Be Board Meeting Table, respectively, which is within the prescribed final d 25%.
- 3.3. 3.4.
- the Board Meeting Date), respectively, which is within the prescribed limit of 25%. The lunds for the implementation of the proposed Buyback will be sourced out of free reserves, and securities promum account of the Company and any other source as may be permitted by the SEBI Buyback Regulations or the Companies Act. Borrowed funds from Dates and francial institutions, if any, will not be used for the Buyback. The Company shall transfer from its free reserves or socurities promium account action such accounts as may be permitted by law, as unequal to the norminal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account. 4. BUYBACK PRICE AND THE BASIS OF ARRIVING AT BUYBACK PRICE
 - (i)
 - VYBACK PRICE AND THE BASIS OF ARRIVING AT BUYBACK PRICE The Equity Shares of the Company are proposed to be bough took at a price of tS30- (Indian Rupees Three hundred and fifty only) per Equity Share. The Buyback Price has been enrived at after considering various factors and closing price in the been enrived at after considering various factors and closing price of the Equity Shares on the BSE and NSE. I.e., the stock exchanges where the Equity Shares of the DSE and NSE. I.e., the stock exchanges where the Equity Shares of the Company are listed. The Buyback Price represents: a. Premium of 35.02% and 34.84% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, during the three months preceding October 28, 2022, being the clase when meaned Meeting using at NSE and BSE, respectively, during beautive of a PROFE. In the Shares on the source of the Shares on Band Meeting using at NSE and Shares on the source of the Shares on beautive of the TSE and the Shares on the Shares on the Shares of the Shares on Band Meeting using at NSE and Shares on the Shares on the Shares of the Shares on beautive of the TSE and Shares on the Shares of the Shares on the Shares of the Shares on the (ii) (iii)

 - b. Premium of 26.70% and 26.93% over the volume weighted average market price of the Equity Shares on NSE and BSE respectively, for two weeks preceding the Intimation Date.
 - c. Premium of 29.99% and 29.82% over the closing price of the Equity Shares on NSE and BSE, respectively, on October 27, 2022, being a day preceding the Intimation Date.

preceding the Initiation Date. d. Premium of 28:22% over the closing price of the Equity Shares on NSE and BSE, as on November 4, 2022, being one working day prior to the Board Meeting Date. The closing market price of the Equity Shares as on October 27, 2022, being a day preceding the Initianation Date was (260 25 and 426) 60 on the NSE and the BSE respectively. The closing market price of the Equity Shares as on November 4, 2022, being one working day prior to the Board Meeting Date was \$270.85 on the NSE and the BSE. Weeting Date was \$270.85 on the NSE and the BSE.

Meeting Date was {270.85 on the NSE and the BSE. MAXIMUM NUMBER OF SECURITIES THAT THE COMPANY PROPOSES TO BUYBACK The Company proposes to buy back up to 2,28,57,142 fully paid up Equity Shares of face value of {1/. (Rupee One only) each representing 5.45% of the total issued and paid up equity share capital of the Company as part the audited infamin financial statements as at and for the period ended September 30, 2022. DETAILS OF PROMOTERS, NEWBERS OF THE PROMOTER AND MEMBERS OF THE PROMOTER GROUP SHAREHOLDING AND OTHER DETAILS

- (i)
 - The proposition of the Chorology SharkenCLDING AND OTHER DEFAILS The aggregate shareholding of the Promoters, members of the Promoter Group and of persons who are in control of the Company, as on the date of the Baard Meeting is, November 5, 2022; the date of Postal Ballot Noteio i.e., November 11, 2022 and the date of this Public Announcement i.e. December 12, 2022 is as follows:

| Sr. No. | Name of the Promoter/Promoter | Date of Board and Postal Ba | | Date of Public Announcement | | |
|------------|---|--------------------------------|--|--------------------------------|--|--|
| | Group | Number of Equity Shares | % of paid up equity share capital | Number of Equity Shares | % of paid up equity share capital | |
| 1. | STFL Trading and Finance Private Limited | 7,87,39,178 | 32.57% | 7,87,39,178 | 32.57% | |
| 2. | Mr. Dhruv Manmohan Sawhney | 3,73,09,211 | 15.43% | 2,03,09,211 | 8.40% | |
| 3. | Mrs. Rati Sawhney* | 1,65,10,356 | 6.83% | 1,65,10,356 | 6.83% | |
| 4. | Mr. Nikhil Sawhney** | 1,43,67,837 | 5.94% | 1,43,67,837 | 5.94% | |
| 5. | Mr. Tarun Sawhney*** | 1,38,20,236 | 5.72% | 1,38,20,236 | 5.72% | |
| 6. | M/s Manmohan Sawhney (HUF) | 42,44,452 | 1.76% | 42,44,452 | 1.76% | |
| 7. | Mrs. Tarana Sawhney | 23,513 | 0.01% | 23,513 | 0.01% | |
| T | | | | | | |

16,50,14,783 68.26% 14,80,14,783 61.23% *As on the date of this Public Announcement, 1,49,30,000 Equity Shares held by Mrs. Rati Sawhney are piedged with Bajaj Financial Securities Limited / Bajaj Finance Limited.

**As on the date of this Public Announcement, 36,80,000 Equity Shares held by Mr. Nikhil Sawhney are pledged with Bajaj Financial Securities Limited / Bajaj Financial Instead.

***As on the date of this Public Announcement, 36,80,000 Equity Shares held by Mr. Tarun Sawhney are pledged with Bajaj Financial Securities Limited / Bajaj Finance Limited.

Prance Limited. Except as disclosed below, none of the Directors of the Promoter company hold any Equity Shares in the Company as on the date of the Board Meeting i.e., November 13, 2022. the date of Postal Ballot Notice i.e., November 11, 2022 and the date of this Public Announcement i.e. December 12, 2022 is as follows: (ii)

| Sr. | Name of the | Name of the | Number of | % | |
|-----|------------------------------|--|---------------|--------------|--|
| No. | Director | Promoter Company | Equity Shares | shareholding | |
| | Mr. Satvinder Singh Walia | STFL Trading and Finance Private Limited | 17,550 | 0.007% | |

(iii) Except as disclosed below, none of the Directors and Key Manageral Personnel (*KMF(s)) of the Company hold any Equity Shares in the Company as on the date of the Board Meeting, i.e., November 5, 2022; the date of Postal Ballot Notice i.e. November 11, 2022 and the date of this Public Announcement I.e. December 12, 2022:

| Sr. No. | Name of the Directors | Meeting an | | Designation | Date of Board Date of Public ating and Postal Announcement Ballot Notice | |
|------------|----------------------------------|---|-------------------------------|---|--|---|
| | and KMPs | | Number of Equity Shares | % of paid up equity share capital | Number of Equity Shares | % of paid up equity share capital |
| 1. | Mr. Dhruv Manmohan Sawhney | Chairman and Managing Director | 3,73,09,211 | 15.43% | 2,03,09,211 | 8.40% |
| 2. | Mr. Tarun Sawhney* | Vice Chairman and Managing Director | 1,38,20,236 | 5.72% | 1,38,20,236 | 5.72% |
| 3. | Mr. Nikhil Sawhney ** | Non-Executive Director | 1,43,67,837 | 5.94% | 1,43,67,837 | 5.94% |
| 4. | Mr. Suresh Taneja | Group CFO | 13,131 | 0.005% | 13,131 | 0.005% |

1

| Sr. No. | Date of Transaction | No. of Equity Shares | Nom- inal Value (₹) | Nature of Transaction | Transaction Value (₹) | Cumula- tive No. of Shares |
|---|---|---|--|--|---|---|
| 1 | Opening as on 01-04- 2003* | 4,79,671 | Mr. Ta 10 | run Sawhney Through purchases / | 1,62,08,241.02 | 4,79,67 |
| 2 | 2003* 18-08-2004 | 84,000 | 10 | allotments Inter-se transfer | 36,79,200.00 | 5,63,67 |
| 3 | 06-09-2004 | 12.000 | 10 | amongst promoters | 5.25.600.00 | 5,75,67 |
| | | 12,000 | | transfer amongst promoters | | eli elei |
| 4 | 06-09-2004 | 70,000 | 10 | Inter-se transfer amongst promoters | 30,66,000.00 | 6,45,67 |
| 5 | 16-02-2005 | - | 1 | Split from ₹10/- to ₹1/- | - | 64,56,71 |
| 6 7 | 17-06-2005 21-09-2007 to 27-09-2007 | 96,85,065 (18,75,000) | 1 | Bonus Shares Open Market sale | | 1,61,41,77 |
| 8 | 01-12-2011 to 02-12-2011 | 2,24,404 | 1 | Open Market purchase | 32,04,141.19 | 1,44,91,17 |
| 9 | 05-03-2012 | 1,00,000 | 1 | Open Market purchase | 19,03,000.00 | 1,45,91,17 |
| 10 | 13-09-2012 to 14-09-2012 | 1,04,196 | 1 | Open Market purchase | 19,82,912.00 | 1,46,95,37 |
| 11 | 09-08-2019 | (5,39,252) | 1 | Buyback | 5,39,25,200.00 | 1,41,56,12 |
| 12 | 21-10-2020 | (3,35,887) Cumulati | 1 ve Sha | Buyback | 3,52,68,135.00 | 1,38,20,23 |
| Sr. No. | Date of Transaction | No. of Equity Shares | Nom- inal Value | Nature of Transaction | Transaction Value (१) | Cumula- tive No. of Shares |
| 10 | | | (T) Mr Nil | chil Sawhney | | |
| 1 | Opening as on 01-04- 2003* | 4,82,106 | 10 | Through purchases / allotments | 1,61,52,704.55 | 4,82,10 |
| 2 | 18-08-2004 | 60,000 | 10 | Inter-se transfer amongst promoters | 26,28,000.00 | 5,42,10 |
| 3 | 06-09-2004 | 90,000 | 10 | Inter-se transfer amongst promoters | 39,42,000.00 | 6,32,10 |
| 4 | 16-02-2005 | - | 1 | Split from ₹10/- to ₹1/- | - | 63,21,06 |
| 5 | 17-06-2005 21-09-2007 to | 94,81,590 (10,00,000) | 1 | Bonus shares Open Market | | 1,58,02,65 |
| 7 | 26-09-2007 21-11-2008 to | 2,68,907 | 1 | sale Open Market | 94,12,001.66 | 1,50,71,55 |
| 8 | 26-11-2008 01-12-2011 to 02-12-2011 | 2,06,096 | 1 | purchase Open Market purchase | 29,48,372.65 | 1,52,77,65 |
| 9 10 | 09-08-2019 | (5,60,620) (3,49,196) | 1 | Buyback Buyback | 5,60,62,000.00 3,66,65,580.00 | 1,47,17,03 |
| Sr. | Date of | Cumulati No. of Equity | | reholding | - | 1,43,67,83 |
| No. | Transaction | Shares | Nom- inal Value | Nature of Transaction | Transaction Value (र) | Cumula- tive No. of Shares |
| | Transaction | | (7) | 1795 10 STYRIGE | | |
| 1 | | M/s M 97,169 | (7) | han Sawhney Through | HUF 40,25,898.88 | 97,16 |
| 1 | Opening as on 01-04- 2003* 06-09-2004 | | (₹) lanmo | Through purchases / allotments Inter-se | | |
| 1 | Opening as on 01-04- 2003* 06-09-2004 | 97,169 | (t) lanmo 10 10 | Through purchases / allotments Inter-se transfer amongst promoters | 40,25,898.88 | 1,47,16 |
| 1 2 3 | Opening as on 01-04- 2003* 06-09-2004 16-02-2005 | 97,169 50,000 - | (t) anmo 10 10 | Through purchases / allotments Inter-se transfer amongst promoters Split from ₹10/- to ₹1/- | 40,25,898.88 | 1,47,16 |
| 1 | Opening as on 01-04- 2003* 06-09-2004 | 97,169 | (t) lanmo 10 10 | Through purchases / allotments Inter-se transfer amongst promoters Split from ₹10/- to ₹1/- Bonus shares Inter-se | 40,25,898.88 | 1,47,169 14,71,699 36,79,229 |
| 1 2 3 4 5 | Opening as on 01-04- 2003* 06-09-2004 16-02-2005 17-06-2005 30-12-2011 | 97,169 50,000 22,07,535 3,34,000 | (₹) anmo 10 10 1 1 1 | Through purchases / allotments Inter-se transfer amongst promoters Split from ₹10/- to ₹1/- Bonus shares Inter-se transfer amongst promoters | 40.25,898.88 21,90,000.00 42,41,800.00 | 1,47,169 14,71,69 36,79,229 40,13,229 |
| 1 2 3 4 | Opening as on 01-04- 2003* 06-09-2004 16-02-2005 17-06-2005 | 97,169 50,000 22,07,535 | (ए) 10 10 10 1 | Through purchases / allotments Inter-se transfer amongst promoters Split from ₹10/- to ₹1/- Bonus shares Inter-se transfer amongst promoters | 40,25,898.88 21,90,000.00 | 1,47,169 14,71,699 36,79,222 40,13,222 45,13,222 |
| 1 2 3 4 5 6 7 | Opening as on 01-04- 2003* 08-09-2004 16-02-2005 17-06-2005 30-12-2011 30-12-2011 09-08-2019 | 97,169 50,000 | (t) ianmo 10 10 1 1 1 1 1 1 | Through purchases / allotments Inter-se transfer amongst promoters Split from ₹10/- to ₹1/- Bonus shares Inter-se transfer amongst promoters Inter-se transfer amongst promoters Buyback | 40.25,898.88 21,90,000.00 42,41,800.00 64,50,000.00 1.65,61,700.00 | 1,47,169 14,71,699 36,79,22 40,13,22 45,13,22 43,47,600 |
| 1 2 3 4 5 6 7 8 | Opening as on 01-04- 2003* 06-09-2004 16-02-2005 30-12-2011 30-12-2011 09-08-2019 21-10-2020 | 97,169 50,000 - 22,07,535 3,34,000 5,00,000 (1,65,617) (1,03,165) Cumulati | (t) 10 10 10 1 1 1 1 1 1 1 1 ve Shaa | Through J purchases, J alotments alotments alotments are promoters Spill from 210- to 21/- Bonus shares linter-se transfer amongst promoters linter-se transfer amongst promoters Buyback Buyback | 40.25,898.88 21,90,000.00 42,41,800.00 64,50,000.00 | 1,47,169 14,71,69 36,79,22 40,13,22 45,13,22 43,47,60 42,44,45 |
| 1 2 3 4 5 6 7 8 Sr. | Opening as on 01-04- 2003*********************************** | 97,169 50,000 22,07,535 3,34,000 5,00,000 (1,65,617) (1,03,156) | (ए) anmo 10 10 10 1 1 1 1 1 1 1 1 ve Sha Nom- Inal Value | Through purchases / alcitments inter-se transfer amongst promoters Split from {10 transfer shares inter-se transfer amongst promoters Buyback Buyback | 40.25,898.88 21,90,000.00 42,41,800.00 64,50,000.00 1.65,61,700.00 | 1,47,169 14,71,69 36,79,22 40,13,22 45,13,22 45,13,22 43,47,60 42,44,45 42,44,45 Cumula |
| 1 2 3 4 5 6 7 8 Sr. No. | Opening as on 01:04- 2003* 06-09-2004 16-02-2005 17-06-2005 30-12-2011 30-12-2011 30-12-2011 09-08-2019 21-10-2020 Date of Transaction | 97,169 50,000 - 22,07,535 3,34,000 5,00,000 (1,65,617) (1,03,156) Cumulati No. of Equity Shares | (₹) anmo 10 10 1 1 1 1 1 1 1 1 1 1 Ve Sha Nom- Inal Value (₹) Value Value Value | Through purchases / allotments inter-se promotes promoters Split from / 210- to 211. Bonus shares inter-se transfer amongst promoters Buyback Buyback Buyback Buyback Transection Neture of Transection | 40.25,89,89 21,90,000,00 | 1,47,169 14,71,699 36,79,22 40,13,22 45,13,23 45,13,23,23 45,13,23,23 45,13,23,23,23 |
| 1 2 3 4 5 6 7 8 8 5 8 5 8 5 7 8 5 7 8 1 | Opening as on 01-04- 2003* 08-09-2004 16-02-2005 17-06-2005 30-12-2011 09-08-2019 21-10-2020 Date of Transaction 4-8-2009 | 97,169 50,000 22,07,535 3,34,000 5,00,000 (1,65,617) (1,03,156) Cumulati No. of Equity Shares | (t) anmo 10 10 10 1 1 1 1 1 1 1 1 1 1 1 2 Nom- inal Value (t) Value (t) Talue 1 2 | Through purchases / alctments inter-se transfer amongst promoters Split from 710/t to 71/. Bonus shares transfer amongst promoters Inter-se transfer amongst promoters Buyback Buyback Reyback Transection Transection Transection Transection | 40.25,898,89 21,90,000,00 | 1,47,169 14,71,69 36,79,22 40,13,22 45,13,22 45,13,22 43,47,60 42,44,45 43,47,60 42,44,45 Cumula- tive No. of Shares 25,00 |
| 1 2 3 4 5 6 7 8 Sr. No. 1 2 | Opening as on 01:04- 2003* 06-09-2004 16-02-2005 17-06-2005 30-12-2011 30-12-2011 30-12-2011 09-08-2019 21-10-2020 Date of Transaction | 97,169 50,000 22,07,535 3,34,000 5,00,000 (1,65,617) (1,03,156) Cumulati No. of Equity Shares | (t) anmo 10 10 10 10 1 1 1 1 1 1 ve Sha Nom- inal Value Value 1 1 1 1 1 1 1 1 1 1 1 1 1 | Through purchases / alctments inter-se transfer amongst promoters Split from toto to 11/. Bonus shares transfer amongst promoters layback Buyback Buyback Buyback Portholding Cper Market purchase Buyback Buyback Buyback Portholding Cper Market Buyback Buybach Buyback Buyback Buyback Bu | 40.25,89,89 21,90,000,00 | 1,47,169 14,71,69 36,79,22 40,13,22 45,13,22 45,13,22 45,13,22 43,47,60 42,44,45 Cumula tive No. of Shares 25,00 24,08 23,51 |
| 1 2 3 4 5 6 7 8 Sr. No. 1 2 3 Sr. Sr. | Opening as on 01-04- 2003* 08-09-2004 16-02-2005 17-06-2005 30-12-2011 30-12-2011 30-12-2011 30-12-2011 09-08-2019 21-10-2020 Date of Transaction 4-8-2009 09-06-2019 | 97,169 50,000 22,07,535 3,34,000 (1,65,617) (1,03,156) Cumulati No. of Equity Shares (1,65,000) (917) | (t) annmo 10 10 10 10 10 10 10 10 10 10 | Through purchases / alctments inter-se transfer amongst promoters Split from toto to 11/. Bonus shares transfer amongst promoters layback Buyback Buyback Buyback Portholding Cper Market purchase Buyback Buyback Buyback Portholding Cper Market Buyback Buybach Buyback Buyback Buyback Bu | 40.25,898,89 21,90,000,00 | 1,47,169 14,71,69 36,79,22 40,13,22 45,13,22 45,13,22 45,13,22 43,47,60 42,44,45 42,44,45 Cumula tive No. of Shares 25,00 24,08 23,51 23,54 Cumula |
| 1 2 3 4 5 6 7 8 Sr. No. 1 2 3 Sr. Sr. | Opening as on 01-04- 2003* 06-09-2004 16-02-2005 17-06-2005 30-12-2011 30-12-2011 30-12-2011 09-08-2019 21-10-2020 Date of Transaction 4-8-2009 09-08-2019 21-10-2020 Date of Date of | 97,169 50,000 - 22,07,535 3,34,000 5,00,000 (1,65,617) (1,03,156) Cumulati No. of Equity Shares No. of Equity Shares No. of Equity | (t) annmo 10 10 10 10 1 1 1 1 1 1 1 1 1 1 1 1 1 | Through purchases / alcitments / inter-se transfer amongst promoters Split from Clob to 11. Bonus shares inter-se transfer promoters Buyback Buybach Buyback Buybach Buyback Buyback Buyback Buyback | 40.25,89,89,89 21,90,000,00 | 1,47,169 14,71,69 36,79,22 40,13,22 45,13,22 45,13,22 45,13,22 43,47,60 42,44,45 42,44,45 Cumula tive No. of Shares 25,00 24,08 23,51 23,54 Cumula |
| 1 2 3 4 5 6 7 8 Sr. No. 1 2 3 | Opening as on 01-04- 2003* 06-09-2004 16-02-2005 17-06-2005 30-12-2011 30-12-2011 30-12-2011 09-08-2019 21-10-2020 Date of Transaction 4-8-2009 09-08-2019 21-10-2020 Date of Date of | 97,169 50,000 - 22,07,535 3,34,000 5,00,000 (1,65,617) (1,03,156) Cumulati No. of Equity Shares No. of Equity Shares No. of Equity | (t) annmo 10 10 10 10 1 1 1 1 1 1 1 1 1 1 1 1 1 | Through purchases / alcitments / inter-se transfer amongst promoters Split from to to the transfer amongst promoters Split from transfer amongst promoters Buyback Suyback Suyback Suyback Suyback Buyback | 40.25,89,89,89 21,90,000,00 | 1,47,169 36,79,22 40,13,22 43,47,60 43,47,60 43,47,60 5,13,22 43,47,60 5,13,22 43,47,60 5,13,22 43,47,60 5,13,22 43,47,60 5,13,22 43,47,60 5,13,22 43,47,60 5,13,22 43,47,60 24,06 23,51 2,51 2,51 2,51 2,51 2,51 2,51 2,51 2 |
| 1 2 3 3 4 4 5 5 6 6 6 7 8 8 5 7 8 8 5 5 8 7 8 7 8 8 5 8 7 8 8 8 5 8 7 8 9 8 9 8 9 8 9 8 9 8 9 8 9 8 9 8 9 | Opening as on 01-04- 2003* 06-09-2004 16-02-2005 17-06-2005 30-12-2011 30-12-2011 30-12-2011 30-12-2011 09-08-2019 21-10-2020 Date of Transaction 26-12-2017 09-08-2019 26-12-2017 09-08-2019 | 97,169 50,000 - 22,07,535 3,34,000 5,00,000 (1,65,617) (1,03,156) Cumulati No. of Equity Shares 7 25,000 (917) (570) Cumulati No. of Equity Shares STFL Tradi 8,26,96,056 (30,64,928) | (t) anmo 10 10 10 1 1 1 1 1 1 1 1 1 1 1 1 1 | Through purchases / alcitments / inter-se transfer amongst promoters Split from Clor to 11. Bonus shares inter-se transfer promoters Buyback Buyb | 40.25,898,89 21,90,000,00 - - - - 42,41,800,00 64,50,000,00 1,08,31,390,00 1,08,31,390,00 1,08,31,390,00 1,08,31,390,00 1,08,31,390,00 91,700,00,00 91,700,00 91,700,00 91,700,00 91,700,00 91,700,00 91,700,00 91,700,00 91,700,00 91,700,00 91,700,000,000,000,000,000,000,000,000,00 | 42,44,45 42,44,45 Cumula- tive No. of Shares 25,00 24,08 23,51 23,51 23,54 Cumula- tive No. of Shares 8,26,96,054 |
| 1 2 3 3 4 4 5 5 6 6 6 7 8 8 5 7 8 8 5 7 8 8 5 5 8 7 8 7 8 8 8 5 8 7 8 9 8 9 8 9 8 9 8 9 8 9 8 9 8 9 8 9 | Opening as on 01-04- 2003* 08-09-2004 16-02-2005 17-06-2005 30-12-2011 09-08-2019 21-10-2020 Date of Transaction 09-08-2019 21-10-2020 Date of Transaction 21-10-2020 Date of Transaction 24-8-2019 21-10-2020 Date of Transaction 24-10-2020 24-10-2020 Date of Transaction | 97,169 50,000 - 22,07,535 3,34,000 5,00,000 (1,65,617) (1,03,156) Cumulati No. of Equity Shares (117) Cumulati No. of Equity Shares STFL Tradi 8,26,96,056 | (t) annmo 10 10 1 1 1 1 1 1 1 1 1 1 1 1 1 | Through purchases / alcitments / inter-se transfer amongst poronoters Split from tob to the second shares amongst promoters bayback Buyba | 40.25,898,89 21,90,000,00 | 1,47,169 14,71,69 36,79,222 40,13,22 40,13,22 45,13,22 43,47,600 42,44,45 42,44,45 25,000 24,006 23,515,22 24,005 24,006 23,515,22 24,005 24,006 23,515,22 24,005 24,005 25,000 24,005 25,000 24,005 25,000 24,005 25,000 24,005 25,000 24,005 25,000 24,005 25,000 24,005 25,000 24,005 25,000 24,005 25,000 24,005 25,00000 25,000 25,000 25,000 25,000 25,000 25,000 25,000 25,000 25,000 25,000 25,000 25,000 25,000 25,000 25,000 25,000 25,000 25,0000 25,0000 25,0000 25,0000 25,0000 25,0000 25,0000 25,0000 25,0000 25,0000 25,0000 25,0000000000 |

* Since specific details of acquisition/sale of quality shares are not available prior to 14.2003 accordingy agroged shareholding as on 14.2003 is provided: ** Scheme of Arrangement between Subhadra Trade and Finance Limited and Verve Professional Services Private Limited (Name changed to STFL Trading and Finance Private Limited) & Their respective shareholders and creditors approved by the Honourable NCLT at Alabadea dursumint to a control called 20-027.

NO DEFAULTS

- The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of proference shares or payment of dividend due to any shareholder, or nepayment of any term loans or interest payable thereon to any financial institution or banking company. CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY
- 9.
- CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY As required by classe (x) of Schwidel In a scordance with Regulation S(v)(x) of the SEBI Buyback Regulations, the Board hereby confirms that it has made a full equipy into the affins and prospects of the Company and after taking into account the financial position of the Company including the projections and also considering all contingent liables, has formed an option that we do not which the mesults of themhodies resolution passed by way of postal baird approving the proposed Buyback to declared ("Postal Bailot Resolution"), there will be no strands on which the Company's prospects for the year immediately following the approving the Buyback, and having regard to the Board's Intellation approving the Buyback, and having regard to the Board's Intellation with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's since, be available to the Company during that year, the Company will be able to need

its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting as well as from the date of the Postal Ballot Resolution; and

- date of the Postal Ballot Resolution; and (iii) in forming the afforsaid optimit, the Board that staken into account the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankrupty Code, 2016 (to the extent notified). CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE COMPANIES ACT
- (i) (ii) (iii)

10.

- DNFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE YRACK REGULATIONS AND THE COMPANY AS PER THE PROVISIONS OF THE YRACK REGULATIONS AND THE COMPANIES ACT all Equity Shares of the Company are fully paid up; the Company shall pay the consideration only hyvay of cash;) the Company shall not issue any shares or other securities, including by way of borus issue or convert any outstanding employee slock option's outstanding instruments into Equity Shares, from the date of shareholders' resolution, i.e. December 11, 2022, till the exployed, reford i.e. date on which the payment of consideration to shareholders who have accepted the Buyback offer is made in accordance with the Companies Act and the SEBI Buyback Shares or other securities including allotment of new equity shares under Section 62(11(a) or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of borus shares or Equity Shares or debentures into Equity Shares; a per Regulation 24(01) of the SEBI Buyback Regulations, the Company shall not raise further capital for a period of new searly shares or dere shares or debentures into Equity Shares; a per Regulation 24(01) of the SEBI Buyback Regulations, the Company shall not raise further capital for a period of new searly shared of the Buyback the company shall not the share of the shareholders who head an interview of the shareholders and period l.e. the date on which the payment of consideration to Shareholders who head months the Buyback offer is made except in discharge or subasting head company shall not hundred is the Twib. The share and the subardom of the Buyback offer is made except in discharge or subarset and the shareholder buyback offer is made except in discharge or subarset head company the Buyback offer is made except in discharge or subasting head company the Buyback offer is made except in discharge or subasting head company context and the thundred head the securitis ex or the subardisting head comma
- (v)

- obligations : (i) the Company shall not buyback its Equity Shares or other specified securities from any person through negotiated data whether on or of the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback: (ii) the aggregate maximum amount of the Buyback its. 4800.000.000/ (Indian Rupees Eight Hundride Comes Only) dees not exceed 25% of the aggregate of the paid-up capital and fere reserves based on both underline interm standardows and consolidated financial statements of the Company as on September 30, 2022; (iii) the number of Equity Shares of person acceed 25% of the total number of of the total paid-up equity capital of the Company as on September 30, 2022; (iv) there are no pending schemes of analignation or compromise or arrangement pursuant to the Company leaf of the Company as on the audited interm financial statements as at and for the period ended September 30, 2022; (iv) there are no pending schemes of simalignation or compromise or arrangement pursuant to the Company leaf of the Company, as on dates (iv) the company shall not make any further of for o buyback within a period of the both and pending schemes any further of for o buyback within a period of the company shall not make any further of the outpud-buyback within a pendid of the company shall not make any further of the buyback within a period of the buyback within a pendid of the company.
- pursuant to the Companies Act ("Scheme") involving the Company, as on date; the Company shall not make any further offer of buyback within a peniod of one year reckoned from the expiry of the Buyback period is. date on which the payment of consideration to shareholders who have accepted the Buyback offer is made; the Company shall not withdraw the Buyback offer after the draft letter of offer is flad with the SEBI or the public announcement of the offer of the Buyback is made; (x)
- is made; the Company shall comply with the statutory and regulatory timelines in respect of the buyback in such manner as prescribed under the Companies Act and/or the SEBI Buyback Regulations and any other applicable laws; the Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares;
- (xiv) the Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company including its own subsidiary companies, if any or through any investment company or group of investment companies;
- or through any investment company or group of investment companies; (w) the Company is in compliance with the provisions of Sections 92.123, 127 and 129 of the Companies Act; (w) the cather of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on both, audited interim standalone and consolidated financial statements of the Company as on September 30, 2022; (w) the Cather of the second statement of the Second Second Second Action 140 or such sources as may be permitted by law, a sum equation the nominal value of the Equip Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be (will the Buyback the and reserve the details of shuch Shares from the buyBack to the buyback the law of the Guyback the the capital redemption reserve account and the details of the buyBack to the buyback the law of the Secure Secure Secure Secure Secure Secure Secure (will the Buyback the law of secure the details on the Secure Secure
- uscossed in its subsequent audited financial statements; (wii) the buycks shall not result in delisting of the Equity Shares from the NSE and the BSE. (xi) the Buychack would be subject to the condition of maintaining minimum public and the BSE is a subject to the condition of maintaining minimum public Resultations.
- shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations; as per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members of promoter group, and their associates, other than the Company, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the data of the passing of the special resolution by the shareholders till the closing of the Buyback offer.
- shareholders till the closing of the Buyback offer. (xx) that the Company has not completed a buyback of any of its securities during the period of one year immediately preceding the date of the Board Meeting. (xii) the Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the mannar prescribed under the SEB Buyback Regulations and the Companies Act and any other applicable laws. REPORT BY THE COMPANY STATUTIOR AUDITOR
- The text of the report dated November 5, 2022, received from the statutory auditor of the Company ("Auditor's Report") addressed to the Board of the Company is reproduced below: Quote

11.

To The Board of Directors Triveni Engineering & Industries Limited Noida – 201 301, U.P

Report on proposed Buy Back of Equity Shares pursuant to the requirements of the Companies Act, 2013 (as amended) (the "Act") and Clause (xi) of Schedule 1 to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (the "SEBI Buyback Regulations")

- This report is issued in accordance with the terms of our engagement le dated November 01, 2022.
- dated November 01, 2022. We have been engaged by Triveni Engineering & Industries Limited (the "Company") to perform a reasonable assurance engagement on determination of the amount of permissible capital payment in connection with the propose buy back by the Company of its equity shares in pursuance of the provisions o Section 68 and 70 of the Act and the SEBI Buyback Regulations.
- buy back by the Company of its equity shares in pursuance of the provisions of Section 68 and 70 of the Act and the SEBI Buyack Regulations. The management of the Company has prepared the accompanying Annexure A Statement of permissible capital payment as on September 30, 2022 (the Statement of permissible capital payment as on September 30, 2022 (the Statement of permissible capital payment as on September 30, 2022 (the Statement of Directors of the Company (Fickard of Directors), subject in accordance with the provisions of ascilons 68, 69 and 70 of the Act and the SEBI BuyAck Regulations. The Statement contains the computation of amount of permissible capital payment to works buy-back of equity shares in accordance with the requirements of saction 85(2) of the Act, gadu (b) of the SEBI Buyback Regulations and based on the latest audited the SEBI Buyback Regulations and consolidated financial statements for the size months ended September 30, 2022. We have initialed the Statement for identification proposes only. **regenent's Responsibility:** The preparation of the SEBI Buyback Regulations, is the responsibility and other relevant supporting resords and documents. This responsibility and other relevant supporting resords and documents. This responsibility and other relevant supporting resords and documents that remain acontrol relevant to the preparation and maintannes of the initianal control relevants to the preparation; and making estimates that are reasonable in the dircumstances. The Busites that site accontable in the dircumstance.

- appropriate basis of programation; and making estimates that are reasonable in the dirumstances. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an optimion ran reasonable grounds and programs. The Board of Directors of the Company and the optimication of the second section of the company into the provides of the company the optimication of the second section of the Company and in forming the optimion, it has taken into account the liabilities (and the Company tweet being vocund up under the provisions of the Act or the Insolveroy and the Company the section of the SEBI Buy-back Regulations. It is our responsibility to provide reasonable assurance that:
 (a) the amount of capital payment for the buy back, as stated in Annexure A has been properly determined considering the audited interime Toxidons of Section of S of the Act and Regulations. (b) Statements of Section S of the Act and the SEBI Buy-back Regulations. It is our responsibility company in the company in the company in the public exclance with the representation of company in the company in the condenase that the section of S of the Act and Regulation of Section S of the Act and Regulations of Section S of the SCBI Buyback Regulations is a section of S of the Act and Regulation of Section S of the SCBI Buyback Regulations is a section of S of the Act and Regulation of Section S of the SCBI Buyback Regulations is a section of S of the Act and Regulation of Section S of the Act and Regulation of Section S 5.

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(b) the Board of Directors in their meeting held on November 5, 2022 have formed their opinion, as specified in Clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the aforesaid date.

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12.

- one year from the aforesaid data. Areasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence so as to reduce the engagement risk to an acceptably low level for arriving at positive form of expression of conclusion on the matters mentioned in paragraph 6 above. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the assignment. Within the scope of our work, we performed the following
- (a) Examine Compan ed authorization for buy back from the Articles of Asso

- (a) Examined authorization for buy back from the Articles of Association of the Company;
 (b) Examined that the amount of capital payment for the buy-back as detailed in the Statement is within the permissible inter computer in accordance to the paymack. Regulations, the Act and Regulation 4(i) & 5(i)(b) of the SEB (i) Examined that the ratio of the secured and two nexcured det to work by the Company is not more than twice the paid-up capital and its free reserves after such the state of affers of the Company in relation to the sature of affer such to the sature of the transmitter of the transmitter of the secure of the transmitter of the transmitter of the secure of the secure of the transmitter of the secure of the secure of the transmitter of the secure of the secure
- certify the same; Inquired if the Board of Directors of the Company, in its meeting held on November 5, 2022, has formed the opinion as specified in Clause (k) of Schedule I to the SEBI Bulyade Rogulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid data of the board (h)
- meeting; (i) Obtained Directors' declarations for the purpose of buy-back and solvency of the Company; and (j) Obtained appropriate representations from the management of the
- (i) Obtained Directors' declarations for the purpose of buy-back and solvency of the Company; and (i) Obtained appropriate representations from the management of the Company. The audited interim condensed financial statements referred to in paragraph 6 and 7 above, have been audited by uside our audit report dated for the six months ended September 30, 2022, on which we have issued for on the six months ended September 30, 2022, on which we have issued an unmodified audit opinion, was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronucements issued by the Institute of Chartend Accountants of India (the TCAT). Those Standards require that we plan and perform the authoritative provides to feeling the statements on consection with any transients. Such as the size of point interest to third parties. We, have conducted or Accountants of or pointer for particel Accountants of the Cubartend Accountants of the Statement is accordance with the Subartent's accordance with the Cubartene Very Accountants of point parties. The Cubartene Accountants of the Cubartene Interest to third parties.

- requirements of the Code of Efficience space by the Columbia We have complete with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements. 10.
- Based on our examination as stated above and the repre and explanations given to us, we report that:

 - and explanations given to us, we report that: (a) we have inquired into the state of affairs of the Company in relation the state of affairs of the Company in relation tatements of the sk monthese and Sigkmon and Cooling Sitement, has been properly determined in accordance with the requirements of buy-back of equily shares as computed in the accompany (a) Sitement, has been properly determined in accordance with the requirements of section SR(2) of the Act and Requiration (4). Sol(0) of the SEBI Buyback Regulations based on the audited interim condensed financial statements for the six months ended Signetment 2, 00 (5) of the SEBI Buyback Regulations, on reasonable grounds that the Company will not, having regulation to its state of affairs, be rendered insivent within a period of one year from the aforesid date of the meeting of the Beard of Directors; and

 - and we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned therein is unreasonable in the circumstances as at the date of declaration. (d) unreasonabi on on use:

umrascnable in the circumstances as at the date of declaration. striction on use: • Our work was performed solely to assist you in meeting your responsibilities in the provisions of the Act read with rule 17 of the Companies (Share Capital and provisions of the Act read with rule 17 of the Companies (Share Capital and provisions of the Act read with rule 17 of the Companies (Share Capital and provisions of the Act read with rule 17 of the Companies (Share Capital and provisions of the Act read with rule 17 of the Companies (Share Capital and provisions of the Act read with rule 17 of the Companies (Share Capital and provisions) and the proposed buyback of equity shares. Our obligations in respect way changed by any other rule was may have as auditors of the Company to otherwise. Nothing in this report, nor anything said or done in the course of or otherwise. Nothing in this report, nor anything said or done in the course of or otherwise. Nothing in this report, nor anything said or done in the course of or company solely for the purpose of enabling it to comply with the aloresaid SEBI Buyback Regulations, (a) in the Explanatory statement to be included in the postal ballot notice, the public announcement and letter of offer to be circulated to the shareholders of the Company, (b) the draft letter of and (b) for providing to the manager to the buyback. Accordingly, without our prior writien consent. Accordingly, we do net accept or any dubback without our prior writien consent. Accordingly, we do net accept or any without our prior writien consent. Accordingly, we do net accept or any other purpose or in the router. In writing. For S.S. Kothari Mehta & Company Chartered Accountants Firm's Registration Number: 000756N

Yogesh K. Gupta Partner Membership Number: 093214 UDIN: 22093214BCEBKU7122

Place: New Delhi Dated: November 5, 2022

| Particulars | Standalone | Consolidated | |
|---|------------|--------------|--|
| A. Paid up equity capital as at 30 th September 2022 | 2417.57 | 2417.57 | |
| (24,17,55,110 fully paid up equity shares of INR 1 each and paid up value of INR 0.02 Lakhs of 8,000 forfeited shares) | | | |
| B. Free reserves * | 1997 | 1000 | |
| Securities premium | 8375.55 | 8375.55 | |
| General reserve | 49212.72 | 49212.72 | |
| Retained earnings | 266448.10 | 266837.27 | |
| Total free reserves | 324036.37 | 324425.54 | |
| Total paid up equity capital and free reserves (A+B) | 326453.94 | 326843.11 | |
| Permissible capital payment towards buy back of equity shares in accordance with Section 68(2) of the Act and Regulation 4 & 5 of the SEBI Buyback Regulations (25% of the paid-up equity capital and free reserves) | 81613.49 | 81710.78 | |
| Permissible capital payment towards buy back of equity shares in accordance with Section 68(2) of the Act and Regulation 5()(b) of the SEBI Buyback Regulations (10% of the paid-up equity capital and free resorves) | 32645.39 | 32684.31 | |

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red as defined in section 2(43) of Companies Act, 2013 read with section 68 mpanies Act, 2013. Accordingly, retained earnings are reduced to the extent of akhs on account of fair value changes of certain assets & liabilities. of the Companies ₹462.65 Lakhs or For and on behalf of the Board of Directors Triveni Engineering & Industries Limited

Suresh Taneja Group CFO

Place: Noida

Date: November 5, 2022

- Unquote 12. RECORD DATE AND SHAREHOLDER ENTITLEMENT
 - As required under the SEB Buyback Regulations, the Company has fixed Friday, December 23, 2022 as the record date (Record Date³) for the purpose of determining the entitlement and the names of the Eligible Shareholders, who will be eligible to participate in the Buyback.
 - b)
 - c)

 - f)
 - As required under the SEBI Buyback Regulations, the Company has fixed Friday, December 23, 2023 at the record date ("Becerol Date") for the purpose of determining the entitlement and the names of the Eligible Shareholders, who will be eligible to participate in the Buyback. As per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable, in due course, Eligible Shareholders will receive a latter of other in relation to the Buyback. The Buyback Chern if the Eligible Shareholder were a latter of other in relation to the Buyback ("Latter of Other") along with a tender other the Buyback. Even if the Eligible Shareholder dues not receive the Letter of Other along with a tender form, the Eligible Shareholder may participate and tender shares in the Buyback. The Equipt Shares proposed to be bought back by the Company shall be divided in the outpacts. Sk defined in Regulation 20(1) of the SEBI Buyback Regulations, a "Small Shareholders" is a shareholder only of the SCBI Buyback Regulations, a "Small Shareholders is a shareholder on the Company who holds Eligible Shareholders (defined below) and (i) the general category for all shareholders, a "Small Shareholders is a shareholder as "small shareholder, is cased participate held in the demat form, multiple demat accounts having the Bigots Checkmaps having the highest truding volume is "small shareholder. In accordrance with Regulation 3(1) of the SEBI Buyback Regulations, 15% of the number of Equity Shares which he Company process to buyback of the mas on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as and of this Buyback. Based on the shareholding as on the Record Date, the Company will determine as on the Record Date, whichever is higher, shall be reasived for the Small Shareholders as and of this Buyback. Based on the shareholder belogs. The final number of Equity Shares the Buyback. This entitement for each Eligible Shareholder will be based shareholders which such Eligible Shareholder wille be g)

 - k)
 - separately, where these Equity Shares are assumed to be held on behalf or cleans. After accepting the Equity Shares tendered on the basis of entitiement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitement in the offer by Eigble Shareholders in that category, and thereafter from Eigble Shareholders who have tendered over and above their entitiement in the offer category. The participation of the Eigble Shareholders in the Burydack is voluntary. The participation of the Eigble Shareholders in the Burydack is voluntary. The participation of the tengen during the during the shareholders also have the option of transfering additional shares (over and above their entitiement) the opticipation the shortfail created due to non-participation of some other Eigble Shareholders, if any. The maximum number of Equity Shares shortfail created due to non-participation of same short be Eigble Shareholders and the Rocord Date. The Equity Shares tendered as per the entitlement by Eigble Shareholders as well as additional Equity Shares tendered, if any. Well as additional Equity Shares tendered, and the factorial entitlement than be gloraed for computation of Buryback Regulations. If the Buyback entitlement burgaced for computation of Buyback Regulations. If the Buyback Netterment the Buyback be done using the maximize to the shareholders in due to the Buyback wite & come using the maximism notified by SEIB Buyback Regulations. If the Buyback Netterment the Buyback be done using the maximism notified by SEIB Buyback Regulations are share be done using the maximism notified by SEIB Buyback Regulations is the Buyback wite & come using the maximism notified by SEIB Buyback Regulations are the Buyback wite & come using the maximism notified by SEIB Buyback Regulations are the Buyback wite & come using the maximism notified by SEIB Buyback Regulations are the Buyback wite & come using the maxi
- the Buyback. The satisment of the tenders under the Buyback will be done using the mechanism roulded by SEBI Creaters.
 Income arising to the shareholders under the Buyback is exempt from income tax in India. However, the participation in the Buyback by non-resident shareholders may be taxable in their outrity of residence according to tax laws of their respective countries. The Buyback transaction would also be do nouslit to exempt from income tax in buyback is exemption.
 m) Detailed instructions for participation in the Buyback (lender of Equity Shares in the Buyback) as well as the relevant intreable will be included in the Latter of Offer to be sent to the Eligible Shareholders/beneficial comers of the Company hadding Equity Bhares either in physical or elsectronic from, as on the Record Data.
 19. BOCESS AND METHOOCIOCION TO B LODPTED FOR BUYBACK 13. For Buyback is open to al Eligible Shareholders/beneficial comers of the Company hadding Equity Bhares either in physical or elsection form, as on the Record Data. *Through Socie & Ecohanger Tendents* **in the Steel Circulars (Steel Exchanger Bechanism), and following the processife the Buyback is done the registered broker to the Company take shareholders and buyback, the Company has appointed Ambit Capital Priviate Limited as the rejosater of the Steel Kock and through whom the puchases and sattements on the Eligible Shares through the Stock Exchanger Bechanism for the Buyback, and through homes there are as allows.**



Ambit Capital Private Limited Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 Ton No: +91 22 6623 3001; Fax No: +91 22 6623 3100 Contact Person: Sameer Parkar Email: <u>sameer parkar@ambit.co</u>: Webeite: <u>www.ambit.co</u> SEII Registration No: IN2000259334

CIN: U74140MH1997PTC107598

- Citik: U74440MT mot. Int&OUCEP304
 Citik: U74440MT request BSE, being the Designated Stock Exchange, to provide a separate window (the ³Acquisition Window) to facilitate placing of self orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisiton Window Yield be aspective to the separate of the Acquisiton Window Yield be aspective by the Eligible Shareholders who wish to tender their Equity Shares will be placed in the Acquisiton Window Yield be aspective by the Eligible Shareholders who wish to tender their Equity Shares will be placed in the Acquisiton Window Yield be aspective by Shareh keld in demathalized form as well as physical form. In the tendering process, the Company's Broker may also provide a strating member (s) fouring normal trading hours of the secondary markel. The Seller Member (an entry and can register hareholder and applicable Shareholder and applicable Shareholder and applicable of the Shareholder and applicable with the tendering process, the Company's Broker may also provide as trading member (slocktocker, then that Eligible Shareholder and programs with the seller Member and can register bareholder in an approach any BSE registered stock thorker and can register bareholder and applicable law). In case the Eligible Shareholder may approach the Company's Broker i.e., Ambil Capital Private Limited, b place the tods, subject to completion of KYC requirements as required by the Company's Broker.

- T. Modification/cancellation of orders and multiple bids from a single Eligible Shareholder will only be allowed during the tendening pand of the Buyback. Multiple bids made by a single Eligible of the third of the Buyback. Multiple bids made by a single Eligible of the third of the Buyback. Multiple bids made by a single Eligible of the third of the Buyback. Multiple bids and the BSE (a. <u>wavebalendiaccom</u>) throughout the trading ession and will be updated at specific interval during the tendering period.
 Further, the Company will not accept Equity Shares tendered for Buyback which under restant order of the count for transfer share not deel in secycle of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.
 Procedure to be followed by Eligible Shareholders holding Equity Shares in Demat form: (a) Eligible Shareholders who desire to tender their Equity Shares hold by them
 - (a)
 - mat form: Eligible Shareholders who desire to tender their Equity Shares held by them in dematerialised form under the Buyback would have to do so through their respective Selfer Member by initiating to the concerned Selfer Member, the details of Equity Shares they initiand to tender under the Buyback. The Selfer Member(i) would be required to place an orderhold on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the Acquisition Window of BSE: For further details. Eligible Shareholders may refer to the comparison by BSE and Indian Clearing Corporation Limited Des details of the selference I under under under the lim will be marked to the (b)
 - (c)
 - (Clearing Corporation). The details of the selfament number under which the lien will be marked on the Equity Shares tendered for the Buyback will be provided in a separate circular to be issued by SBS or the Clearing Corporation. The lien shall be marked in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buyback. The defails of Equity Shares marked as lan in the demat account of the Eligible Shareholders shall be provided by depotations to the Clearing Corporation.
 - as lien in the demait account of the Eligible Shareholders shall be provided by depositories to the Clearing Corporation. In case, the demait account of the Eligible Shareholders is held in one depository and clearing member pool and clearing corporation account is held with ofter depository, the Equity Shares tendered under the Buyback shall be blocked in the shareholders demait account is the launced single shareholders in a shareholder at source depository. Source depository during the tendering period. Inter Depository Tender Cliffer ("IDT") instruction shall be initiated by the Eligible Shareholder at source depository. Source depository during the tendering corporation account at larget depository. Source depository shall block the Eligible Shareholder IDT emissing is to the target depository of the Clearing corporation. For custodian participant orders for dematenialized Euly Shares, eavly pay-in is mandatory point or confirmation of orderirb by custodian participant. The custodian participant and either confirm or reject the orders no later than the custodian participant and be deemed to be rejected. For all confirmed custodian participant orders shall be deemed to be rejected. For all confirmation and the revised order shall be sont to the custodian confirmation and the revised order shall be sont to the custodian again for confirmation. (e)

 - and the rovised order shall be sent to the custodian again for confirmation. Upon placing the bit the Selfer Member shall provide a Transaction Registration Silp (TRS) generated by the exchange bidding system to the Eiglib Shareholder on whose behalf the bid has been placed. The TRS will contain the details of order submitted such as bid 10 number, application number, Depository Participant ID, client ID, number of Equity Shares tondened, etc. It is calified that in case of demantralised Equity Shares, submission of the loader form and other documents, but receipt of Equity Shares in the accounts of the Cleaning Corporation and a valid bid in the acchange bidding system, the biddy such Eligible Shareholder shall be doemed to have been accepted. The ElicityIS Stareholders will be an exercise that the xecounts (g)
- but by solution training the stand to demine to have been accepted. The Eligible Shareholders will have be ensure that hey keep the depositor participant account active and unblocked to receive credit in case of retur of Equity Shares due to rejection or due to prorated Buyback decided b Company. Further, Eligible Shareholders will have to ensure that they keep the saving account attached with the PD account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company. (i) 13.11. Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form:
- credit remittance due to acceptance of Buyback of shares by the Company.
 Precedure to be followed by Eligible Shareholders holding Equity Shares in physical form:
 In accordance with SEBI Circular No. SEBI/MO/CE/DCMD1/CIR/P2020/144 dated July 31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback. However, such nethering shall be as per the provisions of the Buyback Regulations. The procedure is as below:
 Bigible Shareholders holding Equity Shares in physical form and internd to participate in the Buyback. However, such nethering shall be as per the provisions of the Buyback Regulations. The procedure is as below:
 Bigible Shareholders who are holding Equity Shares in physical form and internd to participate in the Buyback. Wall be required to approach their respective Seller Member(s) along with the complete set of documents for verification procedures to be cartied out before placement of the bid. Such documents include (1) the transme, in the same order in which they hold the stares(1) (c) original Equity Share cartificate(s), (ii) valid share transfer form(s) i.e. Form SH-4 duy Hiled and signed by the transferom (i.e. by all registered Eigible Shareholder's FAN card, (v) any other selevant documents such as but not limited is buyback and address registered or of the Company, indextored copy of death cartificate and succession cartificate er probated will, if the original Eligible Shareholder in Also and address registered will be Company.
 Based on a Passport inter place of Members of the Company. The Eligible Shareholder the Subarkohadres paired cardinals and succession cartificate or probated will, if the original Eligible Shareholder the Subarkohadres the Eligible Shareholder has undergene a change from the address registered in the Register of Members of the Company, the Eligible Shareholder the subarkohadres. The Eligible Shareholder has undergene a change from the address registere

- Shareholder. The Eligble Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptations of the physical Equity Shares for the Buyback shall be subject to verification as per the SEBI Buyback Regulations and any further directions issues in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time the Stock Exchanges shall display such bids as "unconfirmed physical bids." Once the Registrar confirms the bids, it will be treated as "Confirmed Bids" and displayed on the weekel of BSE. In case any Eligble Shareholders should ensure that the process of getting the Equity Shares dematerialized is completed well in time so that they can participate in the Buyback before the closure of the tendering period of the Buyback. d)
- e)
- period or the surgises. The unregistered shareholders holding physical shares may also tender their Equity Shares in the Buytack by submitting the sub-restrict transfer deed with the offer form, copy of in SPA Loar and or the periods how whom they have purchased shares and other relevant documents as required for transfer, if any. f)
- If any. 112 The Buyback from the Elipible Shareholders who are residents cutside India including foreign corporate bodies (including estwhile overseas corporate bodies), foreign portiol investors, non-resident Indians, members of foreign nationality in any, shall be subject to the Foreign Exchange Management Act. 1999 and rules and regulators framed theraunder, any plonet mark Act. 1991 and rules and regulators framed theraunder, any plonet mark Act. 1991 and rules and regulators framed theraunder, as applicable, and also subject to the receipt / provision by such Elipible Shareholders of such approvals. If and to the extent nocessary or required from concerned authorities including, but not limited to, approvals from the RBI under the Foreign Exchange Management. Act, 1999 and rules and regulations framed thereunder, if any.
- The reporting requirements for non-resident shareholders under RBI, Foreign Exchange Management Act 1990, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Seler Member. METHOD OF SETLEMENT Upon finalization of the best 13.13 14.
- Upon fil a) Th

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THOD OF SETTLEMENT In finalization of the basis of acceptance as per SEBI Buyback Regulations: The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. The Company will pay the consideration to the Company's Broxer who will transfer the consideration pertaining to the Buyback to the Clearing Corporation's Bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Clearing Corporation will make direct funds payout to b)

c)

- the respective Eligible Shareholders. If any Eligible Shareholder's bank account details are not available or if the fund transfer instruction is rejected by the RBI relevant bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Members' settlement bank account for orward transfer to sub-filigible Shareholder. For the Eligible Shareholders holding Equity Shares in physical form, the finds pay-out would be given to their respective Selling Member's settlement account for releasing the same to the respective Eligible Shareholder's account
- d)

- funds pay-out vould be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's accounts. In case of certain shareholders viz., NISI, non-residents etc. (Where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not pot settle through custolians, the funds payout would be given to their respective Stock Broker's settlement accounts for releasing the RBI) who do not pot settle through custolians, the funds payout pertaining to the bids ettle through custolians, whereas funds apyout pertaining to the bids ettlet through custolians. Who the transferred to the settlement bank account of the custodian will be transferred to the settlement bank account of the custodian. each in accordance with Carporation from time to time. Details in respect of shareholder's entitlement for tender process will be envised to the Cleaning Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Cleaning Corporation from the Cleaning Corporation to the careholder. Post completion of tendering period and receiving the requisite details viz, form the corporation from target depository. Source Depository or the Register's to the Buyback. Post receiving the IDT message from target depository. Source Depository will cancel/release corporation of tendering period and receiving the requisite details viz, demat account and credit is to Cleaning Corporation mit acc f)
- tendend. The Equity Shares bought back in dematerialized form would be transferred directly to the escrow account of the Company ("Company Demat Escrow Account") provided it is indicated by the Company Broker or it will be transferred by the Company Broker to the Company Demat Escrow Account on Shork Escharges Dilaters from the Learning and settlement mechanism of the Broke Escharges. h) ipt or . ck Exchr
- i)
- receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges. The Seler Member(s) would issue a contract note to their respective Eligible Shareholders for the Equity Shares accepted under the Buyback. The Company for the Equity Shares accepted under the Buyback should only the settlement mechanism of the Eligible Shareholders with inner to not the Company for the Equity Shares accepted under the Buyback. Eligible Shareholders and expenses (including brokerage) etc., bhat ray be level by taxes, charges and expenses (including brokerage) etc., bhat ray be level by taxes, charges and expenses (including brokerage) etc., bhat ray be level by the Buyback. Beller Member(s) for payment to them of any cost, applicable in the Buyback (secondary market transaction). The Buyback consideration incredeved by the selling Eligible Shareholders. The Buyback consideration incurred solely by the selling Eligible Shareholders. The Buyback and the Company accest ne respect of accessibility to bear or pay such additional cost, charges and expenses (including brokerage) nourde solely by the selling Eligible Shareholders. The Buyback and against unaccepted Equity Shares will be relased, if any, or would be returned by registered post or y ordinary post or courier (in case of physical shares) at the Eligible Shareholders'. The Equity Shares by the the time develor such costs, transmittent that and recepted and the market shareholders' accent is maintaned that lain taxe share by the selling Eligible Shareholders'. The Equity Shares bought back and accepted in physical form will be accinguished in the market accel and the Company Demail Escrow Account and the Equity Shares bought back and accepted in physical form will be accinguished in the market and buyback access the such access the Buyback Regulations. j)
- k)

- Buyback Regulations. COMPLAKE OFFICER The Company has appointed Geeta Bhalla as the compliance officer for the purpose of the Buyback (Compliance Officer), Investors may contact the Compliance Officer for any clarification or to advices their grierones, if any, currer golfice hours i.e. 1000 a.m. to 500 m. (ST) on any day except Saturday, Sunday and public holdary, at the following address: holidays, at the following address: Geeta Bhall Group Vice President and Company Secretary Triveni Engineering & Industries Limited & Floor, Express Trade Towers Piot No. 15-16, Sector 16A, Noida-201 301, Uitar Pradesh Tel. No.: 91 120 4308000; Fax No.: 91 120 4308000; Fax No.: 91 120 431010-11 Email: shares@triveniorgu.com

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INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUTBACK In case of any query, the shareholders may also contact KFIn Technologies Limited, the Registrar to the Buyback / Investor Service Centre for the purposes of the Buyback, on any day except Saturday and Sunday and public holiday between 10:00 a.m. to 5:30 p.m. (IST) at the following address:

KFINTECH

KFin Technologies Limited Selenium Tower B, Plot No, 31-32, Financial District, Nanakramguda, Serilingamp Rangareddi – 500 032

Tel No.: +91 40 67162222 Contact Person: Mr M Murlikrishna

Contact Person: Mr M Munikinshna Email: teil:JuvakcRiMinlech.com Website: <u>www.kfnitech.com</u> Investor Grievance Email: <u>einward ris@kfnitech.o</u> SEBI Registration No.: INR000000221 Validity Period: Permanent Chr. U72400TG2017PTC117649

- MANAGER TO THE BUYBACK 17.



Email: teil.buyback@ambit.co:

Website: www.ambit.co SEBI Registration No.: INM000010585 CIN: U65923MH1997PTC109992

DIRECTOR'S RESPONSIBILITY

DIRECTOR'S RESPONSIBILITY As per Regulation 240(b) of the SEBI Buyback Regulations, the Board accepts ful responsibility for all the information contained in this Public Announcement and to the information contained in all other adversistements, circulan, toechures, publicity materials etc., which may be issued in relation to the Buyback, and contimes that the information in such documents contain and will contain tous, factual and material information and does not and will not contain any misleading information.

For and on behalf of the Board of Directors of Triveni Engineering & Industries Limited

- Sd/-
- Sd/-Tarun Sawhney Nikhil Sawhney Vice Chairman and Non Executive Director Managing Director DIN: 00029028 DIN: 00382878

Date : December 12, 2022 Place : Noida

Geeta Bhalla Group Vice President and Company Secretary Membership No. – A9475

Sdl.

MUMBAI | TUESDAY, 13 DECEMBER 2022 Business Standard



TRIVENI ENGINEERING & INDUSTRIES LIMITED Corporate Identity Number (CIN): 115421UP1932PLC022174 Registered Office: A-44, Hostery Complex, Phase II Extension, Nota-201 305, Ultar Pradesh Corporate Office: 8° Floor, Express Trade Towers, Plot No. 15-16, Sector-16A, Noida - 201 301, Ultar Pradesh Tel. No.: 91 120 4308000 [Fax No.: 91 120 4311010-11] E-mail: shares@arvenigroup.com [Website: www.invenigrou Contact Person: Geeta Bhalla, Group Vice President and Company Secretary

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF TRIVENI ENGINEERING & INDUSTRIES LIMITED (THE "COMPANY") FOR THE BUYBACK OF EQUITY SHARES THROUGH THE TENDER OFFER ROUTE UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

3.1

6.

Introduction Texatory of Sectural IES) REGULATIONS, 2018, AS AMENDED This public anouncement (the "Public Anouncement") is being made in relation to the Buyback (as defined below) of Equity Shares (as defined below) of Triveni Engineering & Idiustries Limited through the tender offer processe, pursuant to Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (including any statutory modification(s), amendment(s)) or re-enactments from time to time) in Schedule II of the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations.

Buyback Regulations. OFFER TO BUYBACK UP TO 2.28.57,142 FULLY PAID-UP EQUITY SHARES HAVING A FACE VALUE OF TI, INDIAN RUPEE ONE ONLY EACH OF THE COMPANY (FOUTY SHARES) AT A PROCE OF 1350, INDIA RUPEES THREE HUNDRED AND FIFTY ONLY) PER EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASI'S FROM ALL THE EQUITY SHARE, DAYABLE IN CASH, ON A PROPORTIONATE SHARES OF THE COURT SHARE, DAYABLE IN CASH, ON A PROPORTIONATE HASI'S FROM ALL THE EQUITY SHARE, DAYABLE ON CASH HASI'S FROM ALL THE EQUITY SHARE ON CONSIGNERING TO COMPANY SHARES OF THE COURT AND AN AND A COMPANY THROUGH THE TENDER OFFER PROCESS THROUGH THE STOCK EXCHANGE MECHANISM.

- AND FIFTY ONLY) PÉR EQUITY SHARE, PAYABLE IN CASH, ON A PROPORTIONATE BASIS FROM ALL THE EQUITY SHARE AND EXPREMENTERIAL OWNERS OF EQUITY SHARES OF THE COMPANY THROUGH THE TENDER OFFER PROCESS THROUGH THE STOCK EXCHANCE MECHANISM.
 Certain figures contained in this Public Announcement, l-cluding financial information. Nave been subject to rounding-off alguistments. All decimals have been rounded off to 2 (two) decimal points. In cartain Instances, (1) the sum or pre-rentage change of such numbers may not conform exactly to the tobles may not conform exactly to the total figure given for that column or row.
 DETALES OF THE EUNRACK OFFER AND BUYDACK OFFER PRICE
 The beard of directors of the Company, (hemather) by the Board ensards in its owner) at its meeting heid on Saturday. November 5, 2022 ("Beard Meeting") has, subject to approval of the shareholders of the Company, not exactes in soverch at its meeting heid on Saturday. November 5, 2022 ("Beard Meeting") has, subject to approval of the shareholders of the Company, not exactes in soverch as may be required under applicable level, approved the hydrack of its Equity Shares from the shareholders of the Company, not exacted in 2, 28, 57, 142 Equity Shares from the shareholders of the Company, not exacted in 2, 28, 57, 142 Equity Shares from the shareholders of the Company, not exacted as at and of the partici-be company as per than audice interm france as thand the portion ended September 30, 2022) at a price of 1330-((indian Rupees Time Hundred and Fifty Only) per Equity Share ("Buydeack Offer Price"), payable in cash, for an aggrogate maximum amount not exaceding 8800,000,000-(indian Rupees Eight Hundred Corres ON), exactly farser Charge Act Price The Price Price Duyback vit, brokenge, costa, fless, lumover charges, kanes aud as the the portiod ender September 30, 2022) at a price of 1330-((indian Rupees Eight Hundred Corres ON), exactly farsers of the Company, as per exactage exactly and the devine announce

- Exchanges) and/or other authorities, institutions or bodies, as may be necessary and subject to such conditions and modifications and may be precessary and subject to such conditions and modifications and swemptions, which may be agreed by the Board. The Equity Shares an listed on the Stock Exchanges. The Buyback thall be undertaken the Rocot Otal (Eligible Shareholders) through the tander offer process prescribed under Regulation 4(i/kg) of the SEBI Buyback Regulations and shall be implemented using the stock exchange mechanism notified by SEBI vide circular CIRCPTO adard December 9, 2016, SEBI circular SEBIHADCEDDDCHILICIR/P0221615 dated August 13, 2021 and such other circulars on notifications, and may be applicable, notuling any amendment thereof (the SEBI Circulars'). In this regard, the Company will request the BSE to provide the acquisition window for facilitariing tandring of Equity Shares under the Buyback. For the purpose of this Buyback, BSE will be the designated stock exchange mechanism official to a statements of the Company, as a September 30, 2022, respectively, which design free reserves as per the latest audited interim standarlos and consolidated financial statements of the Company, as a September 30, 2022, respectively, which design rot accoed 25% of the aggregate of the fully park-up equity cipatil and free reserves of the Company is that financial year. Since the Company is per latest statements of 25, 17.4 E Quity Shares representing 45% of the subsck. Name et al. Statements of Sin 17.4 E Quity Shares representing 45% of the subsck financial statements as at and for the phystack will negl receive states and any financial year shall not acceed 25% of the company is data statements of subsch Regulations, the number of Equity Shares trans are bodied task and the contaries of the statest and statest and subsch tas is to be discharged by the Company. Further, the Buyback to Eustral and the state is subsch to astate and the statest on the subsch tas is to be discharded 1.5.
- 1.7.
- 1.8.
- 1.9. 2.
- and rules framed there under, and that such approvals shall be required to be taken by such non-resident shareholders. The Buyback will not result in any benefit to the Promoter and Promoter Group and Directors of the Company excepts to the extent of the east consideration necesive by them pursuant to their respective participation in the Buyback in their capacity as equily shareholders of the Company, and the change in their shareholding as per the response necelved in the Buyback, as a result of the estinguishment of Equity Shareks A copy of this Public Announcement is available on the Company's website i.e., <u>www.tbieomicroue.com</u>, and on the websites of the Stock Exchanges Le., <u>www.tbieomicroue.com</u>, and is expected to be made available on the Owney's the SEGI Le., <u>www.sebi.govin</u>, during the period of the Buyback. NECESSITY FOR THE BUYBACK AND DETALLS THEREOF The Buyback is being undertaken for the following reasons: (i) Taking into account the operational and strategic cash requirements of the associated capital expenditive), the Company's divided pay-out trend and cash reserves, the Company considers appropriate to return surplus funds to the shareholders in an effective and efficient meaner. Further, the Buyback will help the Company to distribute surplus cash to its shareholders holding Equity Shares and will promote capital efficiency and thereby increasing shareholders' value and improving return on equity.
 - Value and improving return or requiry.
 (iii) The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve a reservation of up to 15% of the Buyback Size for small shareholders. The Company

believes that this reservation for small shareholders would benefit a large number of the Company's public shareholders, who would be classified as "Small Shareholders".

- 3.2.
- 33
- number of the Company's public shareholders, who would be classified as "Small Shareholders". (iii) The Buyback gives an option to the Eligible Shareholders to either (A) participate in the Buyback and receive cash in lieu of the Fcguly Shares which are accepted under the Buyback, or (B) not to participate in the Buyback and get a resultant increase in their percentage shareholding in the Guyback and get are sublicit additional investment. **BUYBACK WINLO SECUREDOWN TO F FUNDS RECUREDOWN TO FS TOWNON SOURCES OF FUNDS FROM WHICH BUYBACK WILL BE FINANCED** The maximum amount required for Buyback will not exceed F800.000,000:000-(Indian Rupees Eight hundred Corres only) (sociuding Transaction Costs). The maximum amount required adressiati a 25.41% and 24.48% of the aggregate of the fully paid-up equity share capital and free reserves as per the latest audied interim standarding Date), respectively, which is within the presched imit of 25.75%. The funds for the implementation of the proposed Buyback will be sourced out of free reserves, and excurities permits account of the Company as on may be permitted by the SEBI Buyback Regulations or the Company other source as may be permitted by the SEBI Buyback Regulations or the Company tast moved the Company wall transfer from Its free reserves or securities perminal account of the percentage to yis who as um equal to the nominal value of the Company hall transfer from Its free reserves or securities perminal value of the Eavis Meact Anne SEBI Buyback Regulations or the Company and any shares bough task through the Buyback to the Capital Redomytoin Reserves account. 3.4. BUYBACK PRICE AND THE BASIS OF ARRIVING AT BUYBACK PRICE

 - Reserve account.
 BUYPACK PRICE AND THE BASIS OF ARRIVING AT BUYBACK PRICE
 (i) The Equity Shares of the Company are proposed to be bought back at a price of \$350. (findia Rupees Three hundred and file only) or Equity Share.
 (ii) The Buyback Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices and closing price of the Equity Shares on the Oxmpany are listed.
 (iii) The Buyback Price presents:

 a. Premium of 35.02% and 34.84% over the volume weighted average prices market price of the Equity Shares on the SEE and BSE, respectively, during the three months proceeding October 28, 2022, being the date when intimation for considering and approving the proposed buyback of the table of the Buyback Price and 26.83% over the volume weighted average market price of the Equity Shares on NSE and BSE; respectively, during the three months proceeding October 28, 2022, being divided average preceding the intimation for considering and approving the proposed buyback for two weeks proceeding the burber.
 b. Premium of 29.39% and 28.82% over the volume weighted average market price of the Equity Shares on NSE and BSE; respectively, for two weeks proceeding the intimation Date.
 c) Premium of 29.39% over the closing price of the Equity Shares on NSE and BSE, respectively, or to the Board Meeing Date.
 d) Premium of 29.39% over the closing price of the Equity Shares on NSE and BSE, respectively, or to the Board Meeing Date.
 d) Premium of 29.30% over the closing price of the Equity Shares on NSE and BSE, as on November 4, 2022, being one working day prior to the Board Meeing Date.
 The closing market price of the Equity Shares as on October 27, 2022, being date working day prior to the Board Meeing Date.
 MAXIMUM NUMBER OF SECURTIES THAT TH

BUTBACK The Company proposes to buy back up to 2,28,57,142 fully paid up Equity Shares of face value of 41- (Rupee One only) each representing 3.45% of the total issued and paid up equity share capital of the Company as put the audited interim financial salaments as at and for the period ended September 30, 2022. DETAILS OF PROMOTERS, MEMBERS OF THE PROMOTER GROUP, PERSONS IN CONTROL AND DIRECTORS OF PROMOTERS AND MEMBERS OF THE PROMOTER GROUP PARCHELOLUNG AND OTHER DETAILS

- The aggregate shareholding of the Promoters, members of the Promote Group and of persons who are in control of the Company, as on the date on the Board Meeting i.e., November 5, 2022, the date of Postal Ballon Notecia i.e. November 11, 2022 and the date of this Public Announcement i.e. December 12, 2022 is as follows: (i)

| Sr. No. | Name of the Promoter/Promoter | Date of Board and Postal Ba | | Date of Public Announcement | | |
|------------|---|--------------------------------|--|--------------------------------|--|--|
| | Group | Number of Equity Shares | % of paid up equity share capital | Number of Equity Shares | % of paid up equity share capital | |
| 1. | STFL Trading and Finance Private Limited | 7,87,39,178 | 32.57% | 7,87,39,178 | 32.57% | |
| 2. | Mr, Dhruv Manmohan Sawhney | 3,73,09,211 | 15.43% | 2,03,09,211 | 8.40% | |
| 3. | Mrs. Rati Sawhney* | 1,65,10,356 | 6.83% | 1,65,10,356 | 6.83% | |
| 4. | Mr. Nikhil Sawhney** | 1,43,67,837 | 5.94% | 1,43,67,837 | 5.94% | |
| 5. | Mr. Tarun Sawhney*** | 1,38,20,236 | 5.72% | 1,38,20,236 | 5.72% | |
| 6. | M/s Manmohan Sawhney (HUF) | 42,44,452 | 1.76% | 42,44,452 | 1.76% | |
| 7. | Mrs. Tarana Sawhney | 23.513 | 0.01% | 23 513 | 0.01% | |

 7.
 Mrs. Tarana Sawhney
 23.513
 0.01%
 23.513
 0.01%

 Total
 16.50,14,783
 68.26%
 14,80,14,783
 61.23%

 Xs on the date of this Public Announcement, 14.30,000 Equity Sums held by Mrs. Rail Sawhney are pledged with Bejaj Financial Securities Limited / Bejaj Financial Securities Limited / Bejaj
 Finance Limited

rnance Limited. ""A so the date of this Public Announcement, 36,80,000 Equity Shares held by Mr. Tarun Sawhney are piedged with Bajaj Financial Securities Limited / Bajaj Finance Limited

Prance Limited. Except as disclosed below, none of the Directors of the Promoter company hold any Equity Shares in the Company as on the date of the Board Meeting i.e., November 5, 2022, the date of Postal Ballot Notice i.e., November 11, 2022 and the date of this Public Announcement i.e. Docember 12, 2022 is as follows: (ii)

| Sr. No. | Director | Promoter Company | Equity Shares | % shareholding |
|------------|----------|--|---------------|-------------------|
| | | STFL Trading and Finance Private Limited | 17,550 | 0.007% |

(iii) Except as disclosed below, none of the Directors and Key Managerial Personnel (*KMP(s)*) of the Company hold any Equity Shares in the Company as on the date of the Board Meeting, le., November 5, 2022, the date of Postal Ballot Notice i.e. November 11, 2022 and the date of this Public Announcement I.e. December 12, 2022:

| Sr. No. | Name of the Directors | Designation | Date of Board Meeting and Postal Ballot Notice | | Date of Public Announcement | |
|------------|----------------------------------|---|--|---|--------------------------------|---|
| | and KMPs | | Number of Equity Shares | % of paid up equity share capital | Number of Equity Shares | % of paid up equity share capital |
| 1. | Mr. Dhruv Manmohan Sawhney | Chairman and Managing Director | 3,73,09,211 | 15.43% | 2,03,09,211 | 8.40% |
| 2. | Mr. Tarun Sawhney* | Vice Chairman and Managing Director | 1,38,20,236 | 5.72% | 1,38,20,236 | 5.72% |
| 3. | Mr. Nikhil Sawhney ** | Non-Executive Director | 1,43,67,837 | 5.94% | 1,43,67,837 | 5.94% |
| 4. | Mr. Suresh Taneia | Group CFO | 13,131 | 0.005% | 13,131 | 0.005% |

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| Except as disclosed below, no Equity Shares were purchased or sold (either through the slock exchanges or of market transaction) by the Promoters and members of the Promoter Group, Directors of the Promoter Company persons who are in control of the Company and the Directors and the Net persons who are in control of the Company and the Directors and the Director and the Director and the Director and the Director the date of the Public Announcement. | | | | | | | | |
|---|--|-------------------------------|-------------------------|-----------------------------|-------------------------|-----------------------------|--|--|
| Name | Aggregate number of shares purchased or (sold) | Nature of Trans- action | Maximum Price (₹) | Date of Maximum Price | Minimum Price (₹) | Date of Minimum Price | | |
| Mr. Dhruv Manmohan Sawhney | (4.24,480) | Open Market Sale | 272.28 | September 20, 2022 | 271.04 | September 20, 2022 | | |
| Mr. Dhruv Manmohan Sawhney | (1,70,00,000) | Open Market Sale | 284.85 | December 08, 2022 | 280.00 | December 08, 2022 | | |

AND PERSONS IN CONTROL SHARES IN THE BUYBACK

SHARES IN THE BUYBACK In terms of the SEBI Buyback Regulations, under the tender offer route, the Promoter and Promoter Group and persons in control of the Company have the topion to participate in the Buyback. In this regard, the promoters have expressed their intention to participate in the Buyback by way of their latters each dated howernber 5, 2022 (Intention Letter(s)) and may londer up to (1) an aggregate maximum of 14,26,53,354 Equity Shares (as detailed below), or such number Graup Shares nidby Shares in accordance with the provisions of the SEBI Buyback Regulations.

| Sr. No. | | Maximum Number of Equity Shares intended to be offered in the Buyback |
|------------|--|---|
| 1 | STFL Trading and Finance Private Limited | 7,87,39,178 |
| 2 | Mr. Dhruv Manmohan Sawhney* | 3,73,09,211 |
| 3 | Mrs Rati Sawhney | 15,10,000 |
| 4 | Mr. Nikhil Sawhney | 1,06,87,000 |
| 5 | Mr. Tarun Sawhney | 1,01,40,000 |
| 6 | M/s Manmohan Sawhney (HUF) | 42,44,452 |
| 7 | Mrs. Tarana Sawhney | 23,513 |
| | Total | 14,26,53,354 |

* Subsequent to the Intention Letter(s), Mr. Dhruv Manmohan Sawhney, on December 8, 2022, has sold 1,70,00,000 shares in an open market sale, the details of which are disclosed under paragraph 6(v) above.

under prargraph 6(v) above. Since the entire shareholding of the Promoters is in dematerialised form, the details of the data and price of acquisition/sale of the Equity Shares of the Promoters who intend to participate in the Buyback is set out below:

| Sr. No. | Date of Transaction | No. of Equity Shares | (7) | Nature of Transaction | Transaction Value (₹) | Cumula- tive No. of Shares |
|---|--|---|--|---|---|--|
| 1 | | Mr. Dh | ruv Ma | anmohan Saw | thney | 10 19 19 19 |
| 1 | Opening as on 01-04-2003* | 4,83,122 | 10 | Through purchases / allotments | 1,28,22,061.12 | 4,83,122 |
| 2 | 18-08-2004 | 3,50,000 | 10 | Inter-se Transfer amongst promoters | 1,53,30,000.00 | 8,33,123 |
| 3 | 06-09-2004 | 1,44,000 | 10 | Inter-se Transfer amongst promoters | 63,07,200.00 | 9,77,123 |
| 4 | 16-02-2005 | - | 1 | Split from ₹10/- to ₹1/- | - | 97,71,220 |
| 5 | 14-6-2005 | 53,14,638 | 1 | Arising from distribution of assets on liquidation of DIRC Investments Limited. | 1,82,65,316.47 | 1,50,85,858 |
| | 17-06-2005 | 2,26,28,787 | 1 | Bonus shares | - | 3,77,14,645 |
| 7 | 21-09-2007 to 27-09-2007 | (10,00,000) | 1 | Open Market | 12,39,01,150.00 | 3,67,14,645 |
| 8 | 18-09-2009 | (5,90,000) | 1 | Open Market / Inter-se transfer amongst promoters | 6,36,88,349.00 | 3,61,24,64 |
| 9 | 14-12-2011 | 19,08,111 | 1 | Inter-se transfer amongst promoters | 2,64,27,337.35 | 3,80,32,756 |
| 10 | 30-12-2011 | 3,59,000 | 1 | Inter-se transfer amongst promoters | 45,59,300.00 | 3,83,91,756 |
| 11 | 08-03-2019 | 17,39,000 | 1 | Inter-se transfer amongst promoters | 10,01,66,400.00 | 4,01,30,756 |
| 12 | 09-08-2019 | (14,79,982) | 1 | Buyback | 14,79,98,200.00 | 3,86,50,774 |
| 13 | 21-10-2020 20-09-2022 | (9,17,083) (4,24,480) | 1 | Buyback Open Market Sale | 9,62,93,715.00 | 3,77,33,691 |
| | 20-09-2022 | (4,24,400) | | Sale | 11,50,97,511.00 | 3,73,09,211 |
| 15 | 08 12 2022 | (1 70 00 000) | | Open Market | 477 00 40 700 00 | 0.00.00.00 |
| 15 | 08-12-2022 | (1,70,00,000) | 1 ve Sha | Open Market Sale | 477,28,19,700.00 | |
| Sr. | Date of | Cumulati No. of Equity | ve Sha | Open Market Sale reholding Nature of | | 2.03,09,211 2,03,09,211 Cumula- |
| Sr. | Date of | Cumulati | ve Sha Nom- inal Value (₹) | Open Market Sale reholding Nature of Transaction | 477,28,19,700.00 Transaction Value (۳) | |
| Sr. No. | Date of Transaction | Cumulati No. of Equity Shares | ve Sha Nom- inal Value (₹) Mrs. F | Open Market Sale reholding Nature of Transaction | Transaction Value (र) | 2,03,09,211 Cumula- tive No. of Shares |
| Sr. No. | Date of Transaction | Cumulati No. of Equity Shares 1,41,709 | ve Sha Nom- inal Value (?) Mrs. F 10 | Open Market Sale reholding Nature of Transaction tati Sawhney Through purchases / allotments | Transaction Value | 2,03,09,211 Cumula- tive No. of Shares 1,41,755 |
| Sr. No. | Date of Transaction | Cumulati No. of Equity Shares | ve Sha Nom- inal Value (₹) Mrs. F | Open Market Sale reholding Nature of Transaction Througn purchases / allotments By way of gift Inter-se transfer amongst | Transaction Value (र) | 2,03,09,211 Cumula- tive No. of Shares 1,41,759 1,62,207 |
| Sr. No. | Date of Transaction Opening as on 01-04- 2003* 18-08-2004 | Cumulati No. of Equity Shares 1,41,759 20,448 | ve Sha Nom- inal Value (₹) Mrs. F 10 | Open Market Sale reholding Nature of Transaction Lati Sawhney Through purchases / allotments By way of gift Inter-se transfer | Transaction Value (() 03,00,555.90 | 2,03,09,211 Cumula- tive No. of Shares 1,41,755 1,62,207 7,16,207 |
| Sr. No. | Date of Transaction Opening as on 01-04- 2003* 18-08-2004 18-08-2004 | Cumulati No. of Equity Shares 1,41,769 20,448 5,54,000 | ve Sha Nom- inal Value (₹) Mrs. F 10 10 | Open Market Sale creholding Nature of Transaction aliotments By way of gift inter-se transfer amongst promoters inter-se transfer amongst promoters | Transaction Value (₹) 63,00,555.90 | 2,03,09,211 Cumula- tive No. of Shares 1,41,758 1,62,201 7,16,201 8,06,207 |
| Sr. No. | Date of Transaction 01-04- 2003* 18-08-2004 18-08-2004 06-09-2004 16-02-2005 17-06-2005 | Cumulati No. of Equity Shares 1,41,759 20,448 5,54,000 90,000 | ve Sha Nom- inal Value (¢) Mrs. F 10 10 10 10 | Open Narket Sale motoding Nature of Transaction Att Sawhney Transaction Jurdhases / allotments By way of gift Inter-se amongst promotors Split from transfer amongst promotors Split from to 1/1- Borus shares | Transaction Value (₹) | 2,03,09,211 Cumula- tive No. of Shares 1,41,758 1,62,207 7,16,207 8,06,207 8,06,207 8,06,207 2,01,55,175 |
| Sr. No. | Date of Transaction Opening as on 01-Q4- 2003 18-08-2004 18-08-2004 06-09-2004 16-02-2005 17-06-2005 21-09-2007 to 21-09-2007 to 27-09-2007 | Cumulati No. of Equity Shares 1,41,789 20,448 5,54,000 90,000 | ve Sha Nom- inal Value (?) Mrs. F 10 10 10 10 10 | Open Narket Sale reholding Nature of Transaction Lati Sawhney Through purchases / alotments By way of gift Inter-se transfer amongst promoters Split from Xtof- to X1/- Split from Xtof- to X1/- Spl | Transaction Value (7) | 2,03,09,211 Cumula- tive No. of Shares 1,41,758 1,62,207 7,16,207 8,06,207 8,06,207 8,06,207 2,01,55,178 1,82,80,175 |
| Sr. No. 1 2 3 4 5 6 7 8 | Date of Transaction Opening as on 01-04- 2003* 18-08-2004 18-08-2004 16-02-2005 17-06-2005 21-08-2007 to 21-08-2007 to 21-08-2007 to 21-07-2008 to 21-112008 to 21-112008 to | Cumulati No. of Equity Shares 1,41,759 20,448 5,54,000 90,000 - 1,20,93,105 (18,75,000) 14,91,535 | ve Sha Nom- inal Value (r) Mrs. F 10 10 10 10 10 10 10 11 1 1 | Open Narket Sale reholding Intransaction Transaction Transaction Transgene aldoments By way of gift Inter-se transfer amongst amongst amongst amongst amongst amongst amongst amongst amongst amongst amongst amongst Core transfer amongst Core transfer amongst Core transfer amongst Core transfer amongst Core transfer amongst Core transfer amongst Core transfer amongst Core transfer amongst Core transfer amongst Core transfer Core trans | Transaction Value (*) 03,00,555,50 | 2,03,09,211 Cumula- tive No. of Shares 1,41,758 1,62,207 7,16,207 8,06,207 8,06,207 2,01,55,177 1,82,80,175 |
| Sr. No. 1 2 3 4 5 6 7 8 9 | Date of Transaction Opening as on 01-04- 2003* 18-08-2004 18-08-2004 06-09-2004 16-02-2005 21-09-2007 to 21-09-2007 21-10-2005 28-11-2008 28-11-2008 28-11-2008 29-12-2008 | Cumulati No. of Equity Shares 1,41,759 20,448 5,54,000 90,000 - 1,20,93,105 (18,75,000) 14,91,535 1,66,678 | ve Sha Inal Value (*) Mrs. F 10 10 10 10 10 10 1 1 1 1 1 1 | Open Narket Sale reholding Lati Sawhney Transaction Transaction Transaction Transaction Transaction By way of gift Inter-se transfer alloftments By way of gift Inter-se transfer alloftments Sali from t10/L to 1/L Borns shares Open Market porchase Open Market porchase | Transaction Value (*) 9.3.00,305.80 2.42.65,200.00 38.42,000.00 | 2,03,09,211 Cumula- tive No. of Con- Shares 1,41,758 1,62,200 7,16,200 8,06,200 8,06,200 8,06,200 1,82,80,176 1,82,80,176 1,97,71,710 |
| Sr. No. | Date of Transaction Opening as on 01-04- 2003* 18-08-2004 06-09-2004 16-02-2005 21-08-2007 21-08-2007 21-12-2005 21-11-2008 28-11-2008 28-11-2008 | Cumulati No. of Equity Shares 1,41,759 20,448 5,54,000 90,000 - 1,20,93,105 (18,75,000) 14,91,535 | ve Sha Nom- inal Value (r) Mrs. F 10 10 10 10 10 10 10 11 1 1 | Open Market Sale reholding Mature of Transaction Latt Sawhney Through Jurchases / Jurchases / Jurchases / Jurchases / Jurchases / Jurchases / Jurchases / Jurchases / Jurchases / Jurchases / Den Market Jurchases / Den Market | Transaction Value (*) 03,00,555,50 | 2,03,09,211 Cumula- tive No. of Shares 1,41,705 1,62,207 7,16,201 8,06,207 8,06,207 8,06,207 1,82,80,175 1,82,80,175 1,97,71,710 1,99,38,388 2,01,94,905 |
| Sr. No. 1 2 3 4 5 6 7 8 9 10 11 | Date of Transaction Opening as on 01-04- 2003* 18-08-2004 18-08-2004 18-08-2004 18-08-2004 18-08-2004 18-08-2004 18-08-2004 18-08-2004 18-08-2005 21-09-2007 21-10-2005 28-11-2008 28-11-2008 06-12-2008 18-08-2010 | Cumulati No. of Equity Shares 1,41,759 20,448 5,54,000 90,000 90,000 | ve Sha Nom- inal Value (¢) <u>Mrs. F</u> 10 <u>10</u> 10 10 10 10 11 1 1 1 1 1 | Open Market Sale Transaction Lat Sawhmey Transaction Lat Sawhmey Transaction Lat Sawhmey Transfer amongat promotors Transfer amongat promotors Split from *(10/- to ?(1)- Borus shares Open Market purchase) Open Market purchase) Open Market purchase) Chem Karket purchase) Chem Karket purchase) Chem Karket purchase) Chem Karket purchase) Chem Karket purchase) Chem Karket purchase) Chem Karket Chem Karket purchase) Chem Karket purchase) Chem Karket Chem Karket Chem Karket purchase) Chem Karket purchase) Chem Karket purchase) Chem Karket Chem Kar | Transaction Value (*) 63,00,030,50 2,42,65,200,00 - 2,42,65,200,00 - 2,31,2,90,445,00 5,23,98,013,00 61,14,518,00 1,01,02,873,83 13,53,10,369,00 | 2,03,09,211 Cumula- tive No. of Shares 1,41,758 1,62,207 7,16,207 8,06,207 8,06,207 8,06,207 1,82,80,176 1,99,38,388 2,01,94,905 1,88,24,914 |
| Sr. No. 1 2 3 4 5 6 7 8 9 10 11 12 | Date of Transaction Opening as on 01-04- 2003 In 0-08-2004 In 0-08-2004 06-09-2004 16-02-2005 21-08-2007 21-108-2007 21-108-2007 21-108-2007 21-108-2007 21-108-2007 21-11-2008 28-11-2008 06-12-2008 06-12-2008 18-06-2010 14-12-2011 | Cumulati No. of Equity Shares 1,41,769 20,448 5,54,000 90,000 | ve Sha Nom- inal Value Value Value (7) 10 10 10 10 10 10 10 10 10 10 10 11 1 1 1 1 1 1 1 1 | Open Market Sale Transaction Atture of Transaction att Sawhney Trrough att Sawhney Trrough attable transfer amongst promoters inter-se transfer amongst promoters Split from tfo/- to {t1- Open Market purchase Open Market purchase purch | Transaction Value (*) 63.06.350.30 - 2.42.65,200.00 - 2.3.12.90,445.00 5.23.9445.00 5.23.9445.00 61.14.518.00 1.01.02.2738 1.353.10.389.00 1.72.32.882.50 | 2,03,09,211 Currula- tive No. of Shares 1,41,793 1,62,207 7,16,207 8,06,207 8,06,207 8,06,207 8,06,207 1,82,80,175 1,82,80,175 1,82,80,175 1,82,80,175 1,82,80,175 1,88,24,914 2,00,69,164 |
| Sr. No. 1 1 2 3 4 5 6 7 8 9 10 11 12 13 | Date of Transaction Opening as on 01-04- 2003* 18-08-2004 18-08-2004 06-09-2004 18-08-2005 21-09-2007 21-09-2007 21-09-2007 21-09-2007 21-09-2007 21-17-2008 06-12-2008 06-12-2008 06-12-2008 06-12-2008 06-12-2008 18-06-2010 14-12-2011 30-12-2011 | Cumulati No. of Equity Shares 1,41,769 20,448 5,54,000 90,000 | ve Sha ve Sha Inal ve (c) Mrs. F 10 10 10 10 10 10 10 10 11 1 1 1 1 1 1 | Open Market Sale ati Sawhney Through ati Sawhney Through ati Sawhney Through ati Sawhney thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai thansai | Transaction Value (*) 0.3.00.303.90 2.42,65,200.00 39,42,000.00 | 2.03.09.211 Cumula- tive No. of Sharee 1.41.708 8.06.207 7.16.207 8.0.62.07 1.82.80.175 1. |
| Sr. No. 1 2 3 4 5 6 7 8 9 10 11 12 13 14 | Date of Transaction Opening as on 01-04- 2003* 18-08-2004 18-08-2004 18-08-2004 18-08-2004 18-08-2005 21-09-2007 21-09-2007 21-17-2008 28-11-2008 06-12-2005 18-06-2010 18-06-2010 14-12-2011 30-12-2011 08-03-2019 | Cumulati No. of Equity Shares 1,41,760 20,448 5,54,000 90,000 | ve Sha inal Nom- inal 10 10 10 10 10 10 10 10 10 10 10 10 10 | Open Market Sale Nature of Transaction Lat Sewhery Transaction Durchases / allothents Dy way of gift inter-se transfer amongst promoters Split from (10/- to 21/- Borus shares Open Market Jurchase Austransfer amongst promoters Split from (20/- to 21/- Borus shares Open Market Jurchase Austransfer amongst promoters Inter-se transfer amongst promoters Inter-se transfer amongst promoters Inter-se transfer amongst promoters Inter-se transfer amongst promoters | Transaction Value (*) 03.00.305.90 2.42.65.200.00 39.42.000.00 - 23.12.90.445.00 5.23.88.013.00 61.14.518.00 1.01.02.673.65 13.55.10.369.00 1.72.32.862.50 36.70.300.00 | 2.03.09.211 Cumula- ther Mo. of Shares - 1.41.753 1.62.2017 7.16.207 7.16.207 7.16.207 7.16.207 7.16.207 7.1.42.20.175 1.82.20 |
| Sr. No. 1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 | Date of Transaction Opening as on 01-04- 2003 In 0-08-2004 In 0-08-2007 In 0-08-2008 In 0-12-2008 In 1-12-2011 08-03-2019 09-08-2019 | Cumulati No. of Equity Shares 1,41,759 20,448 5,54,000 90,000 | ve Sha Nom- inal 10 10 10 10 10 10 10 10 10 10 10 10 10 | Open Market Sale Transaction Atture of Transaction att Sawhney Trrough Trrough attable transfer anongat promoters Inter-se transfer anongat promoters Inter-se transfer anongat promoters Inter-se transfer anongat promoters Inter-se transfer anongat promoters Inter-se transfer anongat promoters Inter-se transfer anongat promoters Inter-se transfer anongat promoters Inter-se transfer anongat promoters Inter-se transfer anongat promoters Inter-se transfer anongat promoters Inter-se transfer anongat promoters Inter-se transfer anongat promoters Inter-se transfer anongat promoters Buyback | Transaction Value (*) G.3.06.350.30 | 2.03.09.211 Cumula 1.41.708 1.62.201 7.16.201 8.062.007 1.42.20, 176 2.01.55,177 1.42.20, 176 1.82.20, 176 1.93.20, 176 1. |
| Sr. No. 1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 13 14 15 16 | Date of Transaction Opening as on 01-04- 2003* 18-08-2004 18-08-2004 18-08-2004 18-08-2004 18-08-2005 21-09-2007 21-09-2007 21-17-2008 28-11-2008 06-12-2005 18-06-2010 18-06-2010 14-12-2011 30-12-2011 08-03-2019 | Cumulati No. of Equity Shares 1,41,760 20,448 5,54,000 90,000 | ve Sha inal Nom- inal 10 10 10 10 10 10 10 10 10 10 10 10 10 | Open Market Sale Nature of Transaction Lat Sewhery Transaction Durchases / allothents Dy way of gift inter-se transfer amongst promoters Split from (10/- to 21/- Borus shares Open Market Jurchase Austransfer amongst promoters Split from (20/- to 21/- Borus shares Open Market Jurchase Austransfer amongst promoters Inter-se transfer amongst promoters Inter-se transfer amongst promoters Inter-se transfer amongst promoters Inter-se transfer amongst promoters | Transaction Value (*) 03.00.305.90 2.42.65.200.00 39.42.000.00 - 23.12.90.445.00 5.23.88.013.00 61.14.518.00 1.01.02.673.65 13.55.10.369.00 1.7.2.32.862.50 36.70.300.00 | 2,03,09,211 Currula- tive No. of Shares 1,41,793 1,62,207 7,16,207 8,06,207 8,06,207 8,06,207 8,06,207 1,82,80,175 1,82,80,175 1,82,80,175 1,82,80,175 1,82,80,175 1,88,24,914 2,00,69,164 |

विज़नेस स्टेंडर्ड नई दिल्ली मंगलवार, 13 दिसंबर 2022

| No. | Date of Transaction | No. of Equity Shares | Nom- inal Value (₹) | Nature of Transaction | Transaction Value (₹) | Cumula- tive No. of Shares |
|--|---|---|--|---|--|---|
| | | (Conserver) | Mr. Ta | run Sawhney | | |
| 1 | Opening as on 01-04- 2003* | 4,79,671 | 10 | Through purchases / allotments | 1,62,08,241.02 | 4,79,67 |
| 2 | 18-08-2004 | 84,000 | 10 | Inter-se transfer amongst | 36,79,200.00 | 5,63,67 |
| 3 | 06-09-2004 | 12,000 | 10 | promoters Inter-se transfer amongst | 5,25,600.00 | 5,75,67 |
| 4 | 06-09-2004 | 70,000 | 10 | promoters Inter-se transfer amongst | 30,66,000.00 | 6,45,67 |
| 5 | 16-02-2005 | - | 1 | promoters Split from ₹10/- to ₹1/- | - | 64,56,71 |
| 6 7 | 17-06-2005 21-09-2007 to | 96,85,065 (18,75,000) | 1 | Bonus Shares Open Market | | 1,61,41,77 |
| 8 | 27-09-2007 01-12-2011 to 02-12-2011 | 2,24,404 | 1 | sale Open Market purchase | 32,04,141.19 | 1,44,91,17 |
| 9 | 05-03-2012 | 1,00,000 | 1 | Open Market purchase | 19,03,000.00 | 1,45,91,17 |
| 10 | 13-09-2012 to 14-09-2012 | 1,04,196 | 1 | Open Market purchase | 19,82,912.00 | 1,46,95,37 |
| | 09-08-2019 | (3,35,887) | 1 | Buyback Buyback | 5,39,25,200.00 3,52,68,135.00 | 1,38,20,23 |
| | | Cumulati | | reholding | | 1,38,20,23 |
| Sr. No. | Date of Transaction | No. of Equity Shares | inal Value | Nature of Transaction | Transaction Value (र) | Cumula- tive No. of Shares |
| 100 | | | (T) | chil Sawhney | | |
| 1 | Opening as on 01-04- 2003* | 4,82,106 | 10 | Through purchases / allotments | 1,61,52,704.55 | 4,82,10 |
| 2 | 18-08-2004 | 60,000 | 10 | Inter-se transfer amongst | 26,28,000.00 | 5,42,10 |
| 3 | 06-09-2004 | 90,000 | 10 | promoters Inter-se transfer amongst promoters | 39,42,000.00 | 6,32,10 |
| 4 | 16-02-2005 | | 1 | Split from ₹10/- to ₹1/- | - | 63,21,06 |
| 5 | 17-06-2005 | 94,81,590 (10,00,000) | 1 | Bonus shares Open Market | 12,39,32,547.00 | 1,58,02,65 |
| 0 | 21-09-2007 to 26-09-2007 | (10,00,000) | 1 | sale | 12,39,32,547.00 | 1,40,02,03 |
| 7 | 21-11-2008 to 26-11-2008 01-12-2011 to | 2,68,907 | 1 | Open Market purchase Open Market | 94,12,001.66 | 1,50,71,55 |
| | 02-12-2011 | | 1 | purchase | 29,48,372.65 | 1,52,77,65 |
| 9 | 09-08-2019 21-10-2020 | (5,60,620) (3,49,196) | 1 | Buyback Buyback | 5,60,62,000.00 3,66,65,580.00 | 1,47,17,03 |
| | | | | | | |
| | 21 10 2020 | | | reholding | | 1,43,67,83 |
| Sr. | Date of Transaction | | ve Sha Nom- inal Value | Nature of Transaction | Transaction Value (₹) | Cumula- |
| Sr. | Date of | Cumulati No. of Equity Shares | ve Sha Nom- inal Value (₹) | reholding Nature of Transaction | Transaction Value (र) | Cumula- |
| Sr. | Date of Transaction | Cumulati No. of Equity Shares | ve Sha Nom- inal Value (₹) | Nature of Transaction han Sawhney Through purchases / | Transaction Value (र) | Cumula- tive No. of Shares |
| Sr. No. | Date of Transaction | Cumulati No. of Equity Shares M/s M | ve Sha Nom- inal Value (₹) | reholding Nature of Transaction han Sawhney Through purchases / allotments Inter-se transfer amongst | Transaction Value (र) HUF | Cumula- tive No. of Shares 97,16 |
| Sr. No. | Date of Transaction | Cumulati No. of Equity Shares M/s M 97,169 | ve Sha Nom- inal Value (₹) anmol 10 | reholding Nature of Transaction Through purchases / aliotments Inter-se transfer amongst promoters Solit from | Transaction Value (T) HUF 40,25,898.88 | Cumula- tive No. of Shares 97,16 1,47,16 |
| Sr. No. 1 2 3 4 | Date of Transaction Opening as on 01-04- 2003* 06-09-2004 16-02-2005 17-06-2005 | Cumulati No. of Equity Shares M/s M 97,169 50,000 | ve Sha Nom- inal Value (?) anmol 10 10 10 | reholding Nature of Transaction han Sawhney Through purchases / allotments inter-se transfer amongst promoters Split from ₹10/- to ₹1/- Bonus shares | Transaction Value (₹) 40,25,898.88 21,90,000.00 - - | Cumula- tive No. of Shares 97,16 1,47,16 14,71,69 36,79,22 |
| Sr. No. 1 2 3 4 5 | Date of Transaction Opening as on 01-04- 2003* 06-09-2004 16-02-2005 17-06-2005 30-12-2011 | Cumulati No. of Equity Shares M/s M 97,169 50,000 | ve Sha Nom- inal Value (t) 10 10 10 1 1 1 | reholding Nature of Transaction han Sawhney Through purchases / alotments alotments inter-se transfer amongst promolers Split from t10/- to t1/- Bonus shares inter-se transfer amongst promolers | Transaction Value (₹) HUF 40.25,898.88 21,90,000.00 - - 42,41,800.00 | Cumula- tive No. of Shares 97,16 1,47,16 14,71,69 36,79,22 40,13,22 |
| Sr. No. 1 2 3 4 | Date of Transaction Opening as on 01-04- 2003* 06-09-2004 16-02-2005 17-06-2005 | Cumulati No. of Equity Shares M/s M 97,169 50,000 | ve Sha Nom- inal Value (?) anmol 10 10 10 | Inter-se transaction Transaction Transaction Through purchases / allotments Inter-se transfer amongst Split from \$10/- to \$1/- Bonus shares Inter-se transfer amongst | Transaction Value (₹) 40,25,898.88 21,90,000.00 - - | Cumula- tive No. of Shares 97,16 1,47,16 14,71,69 36,79,22 40,13,22 |
| Sr. No. 1 2 3 4 5 6 7 | Date of Transaction Opening as on 01-04- 2003' 06-09-2004 16-02-2005 17-06-2005 30-12-2011 30-12-2011 09-08-2019 | Cumulati No. of Equity Shares 97,169 50,000 | ve Sha Nom- inal Value (₹) anmol 10 10 10 10 1 1 1 1 1 1 | Nature of Transaction Transaction Through purchases / alotments amongst promolers Split from \$104 to \$104 to \$104 to \$104 to \$ | Transaction Value Value 40,25,898,88 21,90,000,00 | Cumula- tive No. of Shares 97,16 1,47,16 14,71,69 36,79,22 40,13,22 45,13,22 43,47,60 |
| Sr. No. 1 2 3 4 5 6 7 | Date of Transaction Opening as on 01-04- 2003' 06-09-2004 16-02-2005 30-12-2011 30-12-2011 | Cumulati No. of Equity Shares 97,169 50,000 | ve Sha Nom- inal Value (°) anmoi 10 10 10 1 1 1 1 1 1 1 | Nature of Transaction Transaction Through purchases / alotments alotments alotments pornoters promote | Transaction Value (%) 40.25.898.88 21.90,000.00 - - 42.41.800.00 64.50,000.00 | Cumula- tive No. of Shares 97,16 1,47,169 14,71,69 36,79,22 40,13,22 40,13,22 45,13,22 45,13,22 |
| Sr. No. 1 2 3 4 5 6 7 8 Sr. | Date of Transaction Opening as on 01-04- 2003' 06-09-2004 16-02-2005 17-06-2005 30-12-2011 30-12-2011 30-12-2011 09-08-2019 21-10-2020 Date of | Cumulati No. of Equity Shares 97,169 97,169 50,000 - 22,07,535 3,34,000 5,00,000 (1,85,617) (1,03,156) Cumulati No. of Equity | ve Sha Nom- inal Value (?) anmol 10 10 10 1 1 1 1 1 1 1 1 2 1 1 1 2 1 1 2 1 1 1 2 1 | Nature of Transaction Transaction Through purchases / alotments alotments alotments promoters Split from Split from Split from Split from shares Inter-se transfer amongst inter-se transfer amongst promoters promoters Buyback Buyback Nature of Nature Nature Nature Nature N | Transaction Value Value 40,25,898,88 40,25,898,88 40,25,898,88 40,25,898,88 40,25,000,00 42,41,800,00 42,41,800,00 1,65,61,700,00 1,06,31,380,00 | Cumula- tive No. of Shares 97,16 1,47,169 14,71,69 36,79,22 40,13,22 40,13,22 45,13,22 43,47,60 42,44,45 42,44,45 |
| Sr. No. 1 2 3 4 5 6 7 8 Sr. | Date of Transaction Opening as on 01-04- 2003' 06-09-2004 16-02-2005 17-06-2005 30-12-2011 30-12-2011 30-12-2011 09-08-2019 21-10-2020 Date of | Cumulati No. of Equity Shares 97.169 | ve Sha Nom- inal Value (₹) 10 10 10 10 1 1 1 1 1 1 1 1 1 ve Sha Nom- inal 1 1 Value (₹) | Nature of Transaction Nature of Transaction Inter-see transfer amongst promoters Split from transfer amongst promoters inter-see transfer amongst promoters linter-see transfer amongst promoters Buyback Transaction Nature of Transaction | Transaction Value Value 40,25,898,88 21,90,000,00 | Cumula- tive No. of Shares 97,16 1,47,169 36,79,22 40,13,22 45,13,22 45,13,22 43,47,60 42,44,45 |
| Sr. No. | Date of Transaction Opening as on 01-04- 2003* 06-09-2004 16-02-2005 17-06-2005 30-12-2011 09-08-2019 21-10-2020 Date of Transaction | Cumulati No. of Equity Shares 97,169 50,000 - 22,07,535 3,34,000 5,00,000 (1,65,617) (1,03,156) Cumulati Shares | ve Sha Nom- inal Value (C) 10 10 10 10 10 10 10 10 10 10 10 10 10 | Nature of Transaction han Sawhney Through purchases / alotments inter-se transfer amongst pormoters Staff from Y tork of Y/- Bohas Sharse amongst pormoters Buyback Buyback Buyback Transaction Tr | Transaction Value (V) HUF 40.25,698,68 21,90,000,00 - - 42,41,800,00 64,50,000,00 1,65,61,700,00 1,063,1380,00 1,063,1380,00 1,063,1380,00 1,063,1380,00 1,063,1380,00 1,063,1380,00 1,063,1380,00 1,063,1380,00 1,063,1380,00 1,063,1380,00 1,063,1380,00 1,063,1380,00 1,063,1380,00 1,063,1380,00 1,063,1380,00 1,063,1380,00 1,063,1380,00 1,063,1380,00 1,000,000 | tive No. of Shares 97,16 1,47,16 14,71,69 36,79,22 40,13,22 45,13,22 45,13,22 45,13,22 43,47,60 42,44,45 42,44,45 42,44,45 42,44,45 5 42,44,45 42,4544,45 44,45 44,4545 44,45 44,45 44,4545 44,45 44,45 44,4545 44,45 44,45 44,4545 44,45 44,45 44,4545 44,45 44,4545 44,45 44,4545 44,45 44,4545 44,45 44,4545 44,45 45 44,4545 45 46,4545 46,45 46,4545 46,45 46,4545 46,45 46,4545 46,45 46,4545 46,45 46,4545 46,45 46,4545 46,45 46,4545 46,45 46,4545 46,45 46,4545 46,45 46,45 46,4545 46,45 46,4545 46,45 46,45 46,4545 46,45 46,4545 46,45 46,45 46,4545 46,45 46,4545 46,45 46,45 46,4545 46,45 46,4545 46,45 46,4545 46,45 46,4545 46,45 4 |
| Sr. No. 1 2 3 4 5 6 7 8 Sr. No. 1 | Date of Transaction Opening as on 01-04- 2003* 06-09-2004 16-02-2005 17-06-2005 30-12-2011 30-12-2011 09-08-2019 21-10-2020 Date of Transaction 4-8-2009 | Cumulati No. of Equity Shares 97,169 50,000 - 22,07,535 3,34,000 5,00,000 (1,65,617) (1,03,156) Cumulati No. of Equity Shares | ve Sha Nom- inati Value (t) 10 10 10 10 10 10 10 10 10 10 10 10 10 | Nature of Transaction Nature of Transaction han Sawhney purchases / alotments inter-se transfer amongst point from 2016/ to 11/- Bonue 2016/ to 11/- Bonue 2016/ to 11/- Bonue Sharas Inter-se transfer amongst promoters Buyback Buyback Buyback Transaction Tra | Transaction Value (Y) HUF 40.25,698,68 21,90,000,00 - - 42,41,800,00 64,50,000,00 1,065,61,700,00 1,065,61,700,00 1,065,31,380,00 Transaction Value (Y) 28,71,828,00 | Cumula- tive No. of Shares 97,16 1,47,169 36,79,22 40,13,22 45,13,22 45,13,22 43,47,60 42,44,45 42,44,45 42,44,45 42,44,45 24,44,45 24,44,45 24,44,45 24,44,45 24,44,45 25,000 |
| Sr. No. 1 2 3 4 5 6 7 8 Sr. No. 1 2 | Date of Transaction Opening as 0114,2003* 06-09-2004 16-02-2005 17-06-2005 30-12-2011 09-08-2019 21-10-2020 Date of Transaction 4-8-2009 09-08-2019 | Cumulati No. of Equity Shares 97.169 97.169 50.000 | ve Sha Nom- inal Value (?) 10 10 10 10 1 1 1 1 1 1 1 1 1 Nom- inal Value (?) 4 Uses Nom- inal Value 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 | Nature of Transaction Nature of Transaction Through purchases / alotments Inter-se transfer amongst purmoisers Split from Ct0/L to C1/L Bonus shares Inter-se transfer amongst promoiers Subtansfer amongst promoiers Buyback Buyback Buyback Buyback Buyback Buyback Buyback Buyback Buyback Buyback Buyback Buyback Buyback Buyback Buyback Buyback Buyback Buyback Buyback Buybach Buyback Buyback Buyback Buyback Buyback Buybback Buybach | Transaction Value Value 40.25,898.88 21,90,000.00 | Currula: the No. of Shares 97.16 1,47.16 14,71.69 36,79,22 40,13,22 40,13,22 43,47.60 43,47.60 43,47.60 Currula: Shares 25.00 24,08 25.00 |
| Sr. No. 1 2 3 4 5 6 7 8 Sr. No. 1 2 | Date of Transaction Opening as on 01-04- 2003* 06-09-2004 16-02-2005 17-06-2005 30-12-2011 30-12-2011 09-08-2019 21-10-2020 Date of Transaction 4-8-2009 | Cumulati No. of Equity Shares 97,169 50,000 - 22,07,535 3,34,000 5,00,000 (1,65,617) (1,03,156) Cumulati No. of Equity Shares | ve Sha Nom- inal Value (?) 10 10 10 10 1 1 1 1 1 1 1 1 1 Nom- inal Value (?) 4 Uses Nom- inal Value 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 | Nature of Transaction Nature of Transaction han Sawhney purchases / alotments inter-se transfer amongst point from 2016/ to 11/- Bonue 2016/ to 11/- Bonue 2016/ to 11/- Bonue Sharas Inter-se transfer amongst promoters Buyback Buyback Buyback Transaction Tra | Transaction Value (Y) HUF 40.25,698,68 21,90,000,00 - - 42,41,800,00 64,50,000,00 1,065,61,700,00 1,065,61,700,00 1,065,31,380,00 Transaction Value (Y) 28,71,828,00 | Currula: 14,71.69 97,16 1,47,16 14,71.69 36,79,22 40,13,22 40,13,22 43,47,60 42,44,45 42,44,5 Shares 25,500 24,08 24,09 24,08 |
| Sr. No. 1 2 3 4 5 6 7 8 Sr. No. 1 2 3 Sr. Sr. Sr. Sr. Sr. Sr. Sr. Sr. Sr. Sr. | Date of Transaction Opening as 0114,2003* 06-09-2004 16-02-2005 17-06-2005 30-12-2011 09-08-2019 21-10-2020 Date of Transaction 4-8-2009 09-08-2019 | Cumulati No. of Equity Shares 97,169 97,169 97,169 97,169 22,07,535 3,34,000 (1.65,617) (1.03,166) Cumulati No. of Equity Shares | ve Sha Nom-inal Value (°) 10 10 10 10 10 10 10 10 10 10 10 10 10 | Nature of Transaction Nature of Transaction Development and the transfer amongst promoters Staff. for St./- Boharas Staff. for St./- Boharas Inten-se transfer amongst promoters Butyback Buttyback | Transaction Value Value 40.25,898.88 21,90,000.00 | Currula: 97.16 1.47.16 1.47.16 1.47.16 3.6,79.22 40,13.22 40,13.22 43,47,60 42,44.5 42,44.5 Shares 25,000 24,08 24,08 24,08 25,000 24,08 25,000 24,08 25,000 24,08 25,000 24,08 25,000 24,08 25,000 24,000 24,000 24,000 24,000 24,000 24,000 24,000 24,000 24,000 24,000 24,000 25,000 26,000 |
| Sr. No. 1 2 3 4 5 6 7 8 Sr. No. 1 2 3 Sr. Sr. Sr. Sr. Sr. Sr. Sr. Sr. Sr. Sr. | Date of Transaction Opening as on 01-04- 2003* 06-09-2004 16-02-2005 30-12-2011 30-12-2011 09-08-2019 21-10-2020 Date of Transaction 24-8-2009 Date of Transaction | Cumulati No. of Equity Shares 97,169 50,000 - 22,07,535 3,34,000 5,00,000 (1,65,617) (1,03,156) Cumulati No. of Equity Shares 225,000 (917) (570) Cumulati No. of Equity Shares S | ve Sha Nom-inal Value (*) 10 10 10 10 10 10 10 10 10 10 10 10 10 | Nature of Transaction han Sawhney Through purchases / alotments inter-se transfer amonglas Solii from 210/- to 21/- Bonues Solii from 210/- to 21/- Bonues Bonues Buyback B | Transaction Value Value 40.25,898,88 40.25,898,88 21,90,000,00 | Currula: 97,166 97,166 1,47,169 36,79,22 40,13,23 40,13,20 40,13,23 40,13,2 |
| Sr. No. 1 2 3 4 5 6 7 8 Sr. No. 1 2 3 Sr. Sr. Sr. Sr. Sr. Sr. Sr. Sr. Sr. Sr. | Date of Transaction Opening as on 01-04- 2003* 08-09-2004 16-02-2005 17-06-2005 30-12-2011 30-12-2011 09-08-2019 21-10-2020 Date of Transaction 4-8-2009 09-08-2019 21-10-2020 Date of 21-10-2020 Date of 21-10-2020 Date of | Cumulati No. of Equity Shares 97.169 97.169 50,000 | ve Sha Nom-inal Value (*) 10 10 10 10 10 10 10 10 10 10 10 10 10 | Nature of Transaction han Sawhney Through Jurchases 1, alotments Inter-se transfer amongst promotors Split from transfer amongst promotors Split not transfer amongst promotors Buyback | Transaction Value Value 40.25,898,88 40.25,898,88 21,90,000,00 | Currula: 97,166 97,167 1,47,169 40,13,22 40,13,23 40,13,22 40,13,22 40,13,22 40,13,22 40,13,22 40,13,22 40,13,22 40,13,22 40,13,22 40,13,22 40,13,23 40,13,23 40,13,23 40,13,23 40,13,23 40,13,23 40,13,23 40,13,23 40,13,23 40,13,23 40,13,23 40,13,23 40,13,23 40,13,23 40,13 40,13,23 40,13,23 40,13,23 40,13,23 40,13,23 40,13,23 40,13,23 40,13,23 40,13,23 40,13,23 40,13,23 40,13 |
| Sr. No. 1 1 2 3 3 4 5 6 7 8 Sr. No. 1 1 2 3 Sr. No. Sr. 1 1 2 3 Str. No. | Date of Transaction Oparing as 0114,2003* 06-09-2004 16-02-2005 17-06-2005 30-12-2011 30-12-2011 30-12-2011 09-08-2019 21-10-2020 Date of Transaction 90-08-2019 21-10-2020 Date of Transaction 26-12-2017 09-08-2019 26-12-2017 09-08-2019 | Cumulati No. of Equity Shares 97.169 50,000 22,07,535 3,34,000 5,00,000 (1,85,517) (1,03,156) Cumulati No. of Equity Shares No. of Equity Shares STFL Tradi 8,26,96,056 (30,64,928) | ve Sha Nom-inal Value (e) 10 10 10 10 10 10 10 10 10 10 10 10 10 | Nature of Transaction Nature of Transaction Inter-se transfer amongst promoters Split from tob: to t1/. Bonus shares linter-se transfer amongst promoters Shares linter-se transfer amongst promoters Buyback | Transaction Value Value 40.25,898,88 21,90,000,00 - - - 42,41,800,00 64,50,000,00 1,08,31,380,00 1,08,31,380,00 1,08,31,380,00 1,08,31,80,00 91,700,00 59,850,00 91,700,00 59,850,00 71788,850,850,00 71788,850,00 71788,850,00 71788,850,00 71788,850,00 7188,850,00 7188,850,00 7188,850,00 71788,950,00 71788,950,000,000,000,000,000,000,000,000,00 | Currula: 97,16 97,16 1,47,16 14,71,69 40,13,22 40,14,22 40,14,22 40,14,22 4 |
| Sr. No. 1 1 2 3 3 4 5 6 7 8 Sr. No. 1 1 2 3 Sr. No. Sr. 1 1 2 3 Str. No. | Date of Transaction Opening as on 01-04- 2003* 06-09-2004 16-02-2005 17-06-2005 30-12-2011 30-12-2011 09-08-2019 21-10-2020 Date of Transaction 4-8-2009 09-08-2019 21-10-2020 Date of Transaction 28-12-2017 | Cumulati No. of Equity Shares 97,169 50,000 - 22,07,535 3,34,000 5,00,000 (1,65,617) (1,03,156) Cumulati No. of Equity Shares Shares STFL Trad 8,26,96,056 | ve Sha Nom- inal Value (¢) annmol 10 10 10 10 10 10 10 10 10 10 10 10 10 | Nature of Transaction Nature of Transaction purchases 1 alotternst in Inter-se transfer amongst spicenter of the Solid Content of the Solid Content of Transfer amongst shares a linear-se transfer amongst promoters Buyback Buyback Buyback Buyback Buyback Transaction Transaction Transaction Solid Content of Transaction Solid Content of Transaction Solid Content of Transaction Solid Content of Transaction Transaction Solid Content of Transaction Transaction Transaction Solid Content of Transaction Transaction Solid Content of Transacti | Transaction Value Value Value (v) HUF 40.25,698,88 21,90,000,00 - - - - - - - - - - - - - - - - | Cumula- shares 97,16 97,16 14,71,69 36,79,22 40,13,23 51,23,51 40,100,100,100,100,100,100,100,100,100,1 |

Cumulative Shareholding 7,87,39,178

Since specific details of acquisition/sale of equity shares are not available prior to 1.4.2033 accordingly aggregate shareholding as on 1.4.2033 is provided.
Scheme of Arangement between Subhadar Trade and Finance Emited and Verve Professional Sandors Private Limited (Heme obligated to STFL Trading and Finance Private Limited) is their respective shareholders and creditors approved by the Honourable NOLT of Albandar David Schemer (Sandar David)

NO DEFAULTS

8.

9.

NO DEFAULTS The Company confirms that there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of dividents thereon or redemption of preference shares or payment of divident due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

- shareholder, of repayment of any term loans or interest payable thereon to any financial institution or banking company. CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY As required by class (c) of Schediule I in accordance with Regulation 5(iv)(b) of the SEBB Buyback Regulations, the Board hereby confirms that it has made a full equily into the aftis and prospects of the Company and after taking into account the financial position of the Company including the projections and also considering at contingent leadlines, the stormed an option that: (i) immediately following the state of the Board Mediate of the State processed Buyback be declared (Pestal Ballor Resolution), there will be no grounds on which the Company can be found unable to pay is debts: (i) as regards the Company consolet found unable to pay is debts; (ii) as regards the Company consolet source are immediately following the date of the Board Meeting or following the date of Pestal Ballor Board's interview amount and character of the Board's interview with e no amount and character of the Board's interview with respect to the management of the Company's business during that year and to the amount and character of the Board's interview with with respect to the company during that year, the Company will be able to meet

Its liabilities as and when they fail due and will not be rendered insolvent within a period of one year from the date of the Board Meeting as well as from the date of the Postal Ballot Resolution; and in forming the aforesaid opinion, the Board has taken into account the liabilities noticiting prospective and contingent liabilities payable as if the Company were being wound up under the provisions of the Companies Act or the insolvercy and Bankrupt Code; 2016 (2016).

(iii)

10.

- and Bankruptic Code, 2016 (to the extent notified). COMFINAMONS FROM THE COMPAY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE COMPAYIES PACT (0) all Equity Shares of the Compaying are fully paid up; (ii) the Company shall pay the consideration only by way of East); (iii) the Company shall pay the consideration only by way of East); (iii) the Company shall pay the consideration only by way of East); (iii) the Company shall pay the consideration only by way of East); (iii) the Company shall not sub-set of Shareholders' resolution. I.e. December 11, 2022, III the expiry of the Buyback period i.e. date on which the payment of consideration to shareholders which heve acceptate I Buyback Regulations; (v) the Company shall not make any further issue of the same laid of Finuth
- Regulations: the Company shall not make any further issue of the same kind of Equity Shares or other securities including allotment of new equity shares under Science 32(1)(3) or other specifical socialities within a period of 6 (sit) months after the completion of the Buyback except by way of borus shares or Equity Shares issued in order to discharge subsisting obligations such as conversion of warrants, slock option schemes, sweet equity or conversion of preference shares or obber many statement in the statement of the statement share or obber statement of the statement of th (iv)
- shares or debentures into Equity Shares; as per Regulation 24(0)) of the SEB Buyback Regulations, the Company shall not raise further capital for a period of one year from the expiry of the Buyback period i.e. the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made except in discharge of subsition obligations; the Company shall not buyback its Equity Shares or other specified securities in many period the Buyback is the start of the stock exchanges the Company shall not buyback is the start of the stock exchanges in protein the substance of the Buyback is the stock exchanges intermentation of the Buyback; (v)
- (vi)
- urusugn spot transactions or through any private arrangement in the implomentation of the Buyback;
 (4) the aggregate maximum amount of the Buyback is 6800,00,0000- (Indian Rupese Eight Hundred Corces Ohyl does not acceed 25% of the aggregate of the paid-up capital and free reserves based on both audited interim standatone and consolidated financial attements of the Company as on September 30, 2022;
 (4) the number of Equity Shares proposed to be purchased under the Buyback is 2.236,7142 Equity Shares for source 25% of the total number of Equity shares in the existing total paid-up equity capital of the Company and of the total paid-up equity capital of the Company as on the audited interim financial statements as at and for the parket ended September 30, 2022;
 (k) there are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act ("Scheme") involving the Company, as on date;
 (k) the care not pending schemes of the Buyback of er is made;
 (k) the care may shall not maximum to the shareholders.
- uner is made; the Company shall not withdraw the Buyback offer after the draft letter of offer is field with the SEBI or the public announcement of the offer of the Buyback is made; (xi)

- (a) the Company shall not with the buylack only the line for the buyback is made.
 (a) the Company shall comply with the statutory and regulatory timelines in respect of the buyback is such manner as prescribed under the Companies Act and/or the SEBI Buyback is such manner as prescribed under the Companies Act and/or the SEBI Buyback Regulations and any other applicable laws;
 (a) the Company shall or cultilize any money burbcase its own Equity Shares through any subsidiary company is fail to cultilize any money burbcase its own Equity Shares through any subsidiary company is fail to cultilize any money burbcase its own Equity Shares through any subsidiary company is fail to cultilize any money burbcase its own Equity Shares through any subsidiary company is fail society and any othree states of the subsidiary companies, if any or through any investment clearly or induced the companies, and the company of through any investment clear society of the subsidiary companies, if any or through any investment clear society and and consolitated financial statements of the Company as an September 30, 2022;
 (wi) the Company shall not client from its free reserves or securities premium account and/ or such sources as may be permitted by law, a sum equal to the company results addited financial statements.
 (wii) the Buyback shall not result; In delsting of the Equity Shares from the NSE and the Buyback would be subject to the companies of the SEB any the Buyback shall not result; In delsting of the Equity Shares from the NSE and the Buyback shall not result; In delsting of the Equity Shares from the the SE and the Buyback would be subject to the companies of the SEB Lusting Regulations;
 (xii) the Company as a specified in Regulations, the promoters and members of promoter group, and the the SE II Lusting Regulations;

- Regulations: (x) as per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members of promoter group, and their associates, other than the Company, shall not deal in the Equity Shares or other specified securities of the Company either through the slock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of the passing of the special resolution by the shareholders if the Buyback offer;
- shareholders till the closing of the Buyback offer; (coi) that the Company has not completed a buyback of any of its securities during the period of one year immediately preceding the date of the Board Meeting; (coi) tha Company will ensure consequent reduction of its share capital post Buyback (coi) the Company will ensure consequent reduction of its share capital post Buyback (coi) the Company will be manner prescribed under the SEBI Buyback Regulations and the Companies Act and any other applicable laws.
- REPORT BY THE COMPANY'S STATUTORY AUDITOR
- 11. The text of the report dated November 5, 2022, received from the statutory auditor of the Company ("Auditor's Report") addressed to the Board of the Company is reproduced below:

Quote

- To The Board of Directors Triveni Engineering & Industries Limited Noida 201 301, U.P

India Report on proposed Buy Back of Equity Shares pursuant to the requirements of the Companies Act, 2013 (as amended) (the "Act") and Clause (xi) of Schedule 1 to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (the "SEBI Buyback Regulations")

- oduction: This report is issued in accordance with the terms of our engagement letter dated November 01, 2022. We have teen engaged by Triveni Engineering & Industries Limited (the "Company") to perform a reasonable assurance engagement on determination of the amount of permissible capital payment in connection with the proposed buy back by the Company of its equity shares in pursuance of the provisions of Section 66 and 70 of the Act and the SEIB buyback Regulations.
- buy back by the Company of its equity shares in pursuance of the provisions of Section 68 and 70 of the Act and the SEBI Buyback Regulations. The management of the Company has prepared the accompanying Annexure A Statement of permissible capital payment as on September 30, 2022 (the Statement of permissible capital payment as on September 30, 2022 (the Statement of permissible capital payment as on September 30, 2022 (the Statement of Directors of the Company (Board of Directors), subject to apportval of shareholders, at their meeting held on November 5, 2022, the SEBI environment of the SCBI Buyback Regulations. The Statement of collisis the company (Board of Directors) of the SCBI Buyback Regulations for state and consolitated financial statements for the SCBI Buyback Regulations of section 68(2) of the Act, Regulation 4(1) & 5(0)(b) of the SCBI Buyback Regulations, at based on the latest audited interim condensed standarions and consolitated financial statements for the statement of the SCBI Buyback Regulations, is the responsibility of the Management of the SCBI Buyback Regulations, is the responsibility and the Management of the SCBI Buyback Regulations, is the responsibility includes the design, imploring records and dominates of the act and in compliance of the SCBI Buyback Regulations, is the responsibility includes the design, implorementation and maintanneas of the internal control appropriate basis of preparation; and making estimates that are reasonable in the circumstances. The Board of the Statement and applying an appropriate basis of preparation. 3.
- 5.
- appropriate basis of proparation; and making estimates that are reasonable in the circumstance.
 The Board of Directors is also responsible to make a full inquiry into the effairs and prospects of the Company and to form an principic or nasocrable grounds and prospects of the Company and to form any principic of the Company and the principic of the Company the principic of the Location of the Company and the principic of the Location of the Company and the principic of the Location of the Company the additional to the inabilities of the Company in this respect in accordance with the requirements of the section 68 (6) of the Act and the SEBI Buyhack Regulations. It is our responsibility to privide reasonable assurance that:
 (a) the amount of capital payment for the buy back, as stated in Annexure A has been properly desimilar domaind company of the Condany in the provisions and the SEBI Buyhack Regulations. It is our responsibility the principic obscillation of the SEBI Buyhack Regulations. It is our has been properly desimilar domaind company of the Buy back, as stated in Annexure A has been properly desimilar company of the SEBI Buyhack Regulations. It is our has been properly desimilar company of the Condanow with the provisions of the Act and Regulation 4() & 6()(b) of the SEBI Buyback Regulations.

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- (b) the Board of Directors in their meeting held on November 5, 2022 have formed their opinion, as specified in Clause (c) of Schedule I of the SEB Buyback Regulations, on reasonable grounds that the Company having regard to its state of atfairs will not be rendered insolvent within a period of on year from the advansatil date. Areasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidance so as to reduce the engagement risk to an acceptably low level for anviving at positive form of expression of conclusion on the matters mentioned in paragraph 6 above. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the assignment. Within the scope of our work, we performed the following procedures.

- with the assignment. Within the scope of our work, we performed the following procedures:
 (a) Examined authorization for buy back from the Articles of Association of the Company:
 (b) Examined that the amount of capital payment for the buy-back as detailed in the Statement is within the permissible into comparing a coordance with secton 68(2) of the Act and Regulation 4(1) & 5(1)(b) of the SEB Buyback Regulations;
 (c) Examined that the ratio of the secured and unsecured debt owed by the Company in not more than twice the paid-up capital and its free reserves Company in not more than twice the paid-up capital and its free reserves a Company in relation to the state of affinis of the Company in relation to the audied interim condensed standaione and consolidated financial statements for the statement of the subtement 93, 2022 a disclosed in the Statement with the audied interim condensed financial statements;
 (c) Examined General Reserve as at Soptement 93, 2022 as disclosed in the resolutions passed in the meetings of the Sorar Olizectors in this regard. We have not carried out any procedures as regorders and solventors in the regulated neithin the General Reserve and the Company, in its meeting held on November 5, 2022, has formed the opinion as specified in Clause (k) of the Statement of the SBM part of Directors and accomplayed by the opinion as specified in Clause (k) of the Company, and that he Company, and the averned to express of buy-back and solvency of the Company, and such as paired on the part of Directors and solvenders).

- inscrivent winn a pence of one year from the atoresaid date of the board meeting;
 (i) Obtained Directors' declarations for the purpose of buy-back and solvency of the Company; and
 (i) Obtained paprophilite representations from the management of the Company.
 The audited interim condensed financial statements referred to in paragraph 6 and 7 above, have been audited by wild our audit report dated from the sense of the company.
 The sudted interim condensed financial statements referred to in paragraph 6 and 7 above, have been audited by wild our audit report dated winnodifies the sense of the condense o 8.
- interest to third parties. We, having regard to paragraph 7 above, have conducted examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of the Chartered Accountants of India (the ICAI). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI. 9.
- requestiminus or une Code of times issued by the ICAI. We have compliated with the relevant applicable requirements of the Standard on Quality Control (SCQ) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements. 10.
- nion: Based on our examination as stated above and the representation, inform and explanations given to us, we report that:
- (a) we have inquired into the state of affairs of the Company in relation to audited interim condensed standalone and consolidated financial statements for the six months ended September 30, 2022;
- statements for the set months ended September 30, 2022; two InterCost (0) the amount of the permissible capital payment lowards the peroposed (buy-back of equity barres as computed in the accompanying Statement, has been properly determined in accordance with the requirements of section 88(2) of the Act and Regulation 4(i) & S(0)(6) of the SEBI Buyback Regulations based on the audide Interim condensed financial statements for the six months ended September 30, 2022; (c) the Board Directors, in their meeting held on November 5, 2022, have Buyback Regulations, or reasonable grautic that the Company will not having regular to its state of affars, be rendered insolvent with a period of one year from the aforesaid date of the meeting of the Board of Directors; and
- and we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned therein is unreasonable in the circumstances as at the date of declaration. **Gr on use:** (d)

unreasonable in the electromisations are used to the finalize final field of the finalize final field of the field of

In Whing. For S.S. Kothari Mehta & Company Chartered Accountants Firm's Registration Number: 000756N

Yogesh K. Gupta

Partner Membership Number: 093214 UDIN: 22093214BCEBKU7122

Place: New Delhi Dated: November 5, 2022

Date: rovemeer s, uzzz Annexur A - Statement of permissible capital payment Computation of answert of permissible capital payment for the buyback of equity barras in accordinace with Section 48(2) of the Companies Art. 2012 and Securities and Exchange Beard of India (Buy-Back of Securities) Regulations, 2018 Issaed on audided Interim condensed standardene & consolidated financial statements as at and for the six months ended September 30, 2022: (f In Latwe)

(₹ in Lakhs)

| Particulars | Standalone | Consolidated | |
|---|------------|--------------|--|
| A. Paid up equity capital as at 30th September 2022 | 2417.57 | 2417.57 | |
| (24,17,55,110 fully paid up equity shares of INR 1 each and paid up value of INR 0.02 Lakhs of 8,000 forfeited shares) | | | |
| B. Free reserves * | | | |
| Securities premium | 8375.55 | 8375.55 | |
| General reserve | 49212.72 | 49212.72 | |
| Retained earnings | 266448.10 | 266837.27 | |
| Total free reserves | 324036.37 | 324425.54 | |
| Total paid up equity capital and free reserves (A+B) | 326453.94 | 326843.11 | |
| Permissible capital payment towards buy back of equity shares in accordance with Section 68(2) of the Act and Regulation 4 & 5 of the SEBI Buyback Regulations (25% of the paid-up equity capital and free reserves) | | 81710.78 | |
| Permissible capital payment towards buy back of equity shares in accordance with Section 68(2) of the Act and Regulation 5()(b) of the SEBI Buyback Regulations (10% of the paid-up equity capital and free reserves) | | 32684.31 | |

 considered as defined in section 2(43) of Companies Act, 2013 read with section 68 of the Companies Act, 2013. Accordingly, retained earnings are reduced to the extent of 4462.65 Lakhs on account of fair value changes of certain assets & liabilities. For and on behalf of the Board of Director Triveni Engineering & Industries Limite

Suresh Taneja Group CFO

Place: Noida

Date: November 5, 2022

- Date: November 5, 2022
 Unsuxts
 RECORD DATE AND SHAREHOLDER ENTITLEMENT
 a) As required under the SEBI Buyback Regulations, the Company has fixed Friday. December 23, 2022 as the record data ("Record Date") for the purpose of determining the entitlement and the names of the Eligible Shareholders, who will be eligible to participate in the Buyback.
 b) As per the SEBI Buyback Regulations and suChamper Collarge or notifications: who will be eligible to participate in the Buyback. Chart of Other) along with a tender offer form indicating the entitlement of the Eligible Shareholder with receive a letter of other indicating the entitlement of the Eligible Shareholder may participate and tender strains in the Buyback.
 c) The Equity Shares proposed to be bought back by the Company shall be divided in Regulations (i) reserved category for all Shareholders, (a) and the reference of the indice to the Buyback.
 c) The Equity Shares proposed to be bought back by the Company shall be divided in Regulations (10) not general category for all other Eligible Shareholders, (a) and the reference of Date in the Buyback.
 c) The Equity Shares proposed to be bought back by the Company shall be divided in Regulations (20) of the SEBI Buyback Regulations, a 'Small Shareholder', in case of securities (defined balow) and (10) the general category for all other Eligible Shareholders.
 c) The Equity Shares in the Buyback (Buyback the Company shall be divided in the basis of dooing prior of shares on the Record Date, is not more than 72,00,000 (Ruypees two lakit only). For the purpose of classification of a shareholder as a 'small shareholder', in case of securities held in the demat form, multiple demat accounts having the same permanent account number ("PAN"), are to be clubed back as of securities held in the demat form, multiple demat accounts having the same permanent account number ("FAN"), are to be clubed back as a strain Bachelder, in case of securities hal

- number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Roccot Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback. Based on the shareholding as on the Roccot Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback. Besident the shareholding as on the Roccot Date, the Company will determine the entitiement of each Eligble Shareholder hold will be calculated based on the hold Shareholder Shareholder will be calculated by Shares held and the ratio of Buyback. Regulations, in order to ensure that the same shareholders with multiple demit accountificities do the resolves a higher entitlement under the Single Shareholders in the Buyback. In cased physical Shareholders, where the sequence of PANs is identical, the Company way not common PANs for determining the category (Small Shareholder General) and entitisment under the Buyback. In cased physical shareholders, where the sequence of PANs is identical, the Company will club together the equity shares held in such cases where the sequence of PANs is identical, the Company will club together the sequence of name of joint shareholders, withore the sequence of name of joint shareholders with resolution and the shareholders with the sameholder of a common faster bareholders and club bogether the equity shares held in such cases where the sequence of the shareholders a
- clients After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back. If any, in one category shall first be accepted, in proportion the Equity Shares tendered over and above their entitlement in the offer by Eigligb Exhancholders in the category, and thereafter from Eigligb Shareholders who have tendered over and above their entitlement in the other category.
- from Elipide Shareholders who have tendered over and above their entitlement in the other category. The participation of the Elipide Shareholders in the Buyback is voluntary. Eligide Shareholders may opt to participate, in part or in full, and receive cash in lieu of the Equity Shares accepted under the Buyback. Eligible Shareholders also have the option of lendering accilional shares (over and above their entitiement) and participate in the shortfall created due to non-participation of some dhere Eligible Shareholders, fany. i)
- some ourer Engree Shareholders, if any. The maximum number of Equity Shares that can be tendered under the Buyback by any Eligible Shareholder should not exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. i)
- Buyback by any Eijbilo Shareholder should not exceed the number of Equity Shares held by the Eijbilo Shareholder as on the Record Date. (i) The Equity Shares tondered as per the entitlement by Eijbilo Shareholders as well as additional Equity Shares tendered, fan yw lile ba cospetial est approximate procedure laid down in SEBI Buyback Regulations, if the Buyback entitlement for any shareholder is not any too functioner, them the functional entity from a stat the Buyback. The settlement of the tenders under the Buyback will be done using the mechanism notified by SEBI Circulars. (i) Income arising to the shareholders under the Buyback will be done shareholders may be taxable in their country of residence according to tax laws of their respective countries. The Buyback transaction would also be chargeable to securities transaction tax in India. The shareholders are advised to consult their own legal, financial and tax advisors prior to participation in the Buyback.) Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant intertable will be included in the Letter of Offer to be and to the Eligible Shareholders fold one Buyback (tender of Equity Shares in the Buyback) as well as the relevant intertable will be included in the Letter of Offer to sen to the Eligible Shareholders fold ones of the Company PROCESS AND METHODUCOY TO E ADOPTED FOR BUYBACK 1.

- PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK
 The Buyback is open to all Eligible Sharsholdershoreficial onnexes the a Company shares and the second buyback of the second buyback of the second buyback (Second Buyback) shall be implemented using the Wechanism for acculation of shares Mechanism) and following the procedure prescribed in the Art and the SEB Buyback Regulations and as may be determined by the Board (including the committee subnitized to complete the formalities of the Buyback hand to the SEB Buyback Regulations and as may be determined by the Board (including the committee subnitized to complete the formalities of the Buyback hand to scale and conditions as may be permitted by law form time to time.
 For implementation of the Buyback, the Company has appointed Ambit Capital Private Limited as the registered broker to the Company the Stock Exchange Mechanism for the Buyback, and through whom the purchases and settlements on account of the Buyback who developed by the Stock Exchange Mechanism for the Buyback who do the stock Exchange Mechanism for the Buyback who do the company. The contact details of the Company's Broker are as follows:



Accurrent of work Ambit Capital Private Limited Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 Tel. No.: 491 22 6623 3000; Fax No.: 491 22 6623 3100 Contact Person: Sameer Parkar Email: <u>sameer parkar/Bambit.co</u>: Website: <u>www.ambit.co</u>

SEBI Registration No.: INZ000259334

CIN: U74140MH1997PTC107598

- 3.4. The Company shall request BSE, being the Designated Stock Exchange, to provide a separate window (the "Acquisition Window) to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equily Shares in the Buyback. The details of the Acquisition Window will be as specified by SSE from time to time.
- cy are engous anarrowows who wan to tender their Equity Shares in the Buyback. The details of the Acquisitor Window will be as specified by BSE from time to time. 13.5. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisitor Window by Eligible Shareholdens through their respective stock brokers ("Seller Member(a)" july Eligible Shareholds Sharehold and analetalized form as well as physical form. In the tendering process, the Company's Broker may also process the orders receivable from the Eligible Shareholder is not register have based unique SE registered stock broker and an englishe Sharehold era approach and the second any market.
 13.6. In the event the Seller Member of any Eligible Sharehold era approach any BSE registered stock broker and can register himsel by using web based unique (inter submitting al details as may be required by such SE registered stock broker in compliance with applicable law). In case the Eligible Shareholders and barreholders are approach any other registered stock broker in the table black black and you have based unique (after submitting al details as may be required by such SE registered stock broker in the table) south SE registered stock broker in the table black black and you have register that black black broker in the table black black and you have any other register that black black broker in the table black black and you have any other register that black black broker in the table black black broker are unable to register interest by using UCC failing through any other registered stock broker in the table black black broker and you have any other register that black black black broker and the subject black broker and the black black broker.

- 13.7. Modification/cancellation of orders and multiple bids from a single Eligible Sharaholder will only be allowed during the tendering pariod of the Buyback. Multiple bids made by a single Eligible Sharaholder for saling Euly Shares stated and considered as a one bid? for the purposes of acceptance.
 13.8. The currulative quarity of Carly Shares standered shall be made available on the website of the BSE (a. <u>www.bacindia.com</u>) throughout the trading session and will be updated at specific interacts during the tendering pariod.
 13.9. Further, the Company will not accept Equily Shares standered of the Byback which under restant order of the court for transfer sea and or tills in respect of which is otherwise under dispute or where loss of share cartificates has been notified to the Company and the duplicate share cartificates have not been issued either due to such request being under process as per the provisions of law or otherwise.
 13.0. Procedure to be followed by Eligible Shareholders holding Equity Shares in Domat form:

 - such request being under process as per the provisions of law or otherwise.
 A Procedure to be followed by Eligible Shareholders holding Equity Shares held
 being to the state of the state state of the state state of the state of the state of the state of the state state of
- participant orders, any order modification shall revek the custodian confirmation.
 (a) Upon placing the bit, the Selfer Member shall revek the custodian confirmation.
 (a) Upon placing the bit, the Selfer Member shall provide a Transaction Registration Sip ("TRS") generated by the exchange bidding system to the Elipbite Shareholder on whose behall the bid has been placed. The TRS will contain the details of order submitted such as bid ID number, application number, Depository Participant IO, elient ID, number of Equity Shares indered, etc.
 (h) It is clarified that in case of dematerialised Equity Shares, submission of the tander form and other documents, but receipt of Equity Shares in the accounts of the Charging Shareholder shall be deemed to have been accepted.
 (h) The Elipbite Shareholder and Ib deemed to have been accepted.
 (h) The Elipbite Shareholder shall be doemed to have been accepted.
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 (h) The Elipbite Shareholder shall be accepted to the tange the dopository participant account active and unbicked to receive readil to receive that they keep the saving account attache with the DP incound takes and haves by the company.
 1. Procedure to be followed by Eligbite Shareholders holding Equity Shares.
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 1. Procedure to be followed by Eligbite Shareholders holding Equity Shares.
 1. Procedure to be followed by Eligbite Shareholders holding Equit 13 11 P
- 1. Procedure to be followed by Eligible Shareholders holding Equity Shares in physical form: In accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback. However, such Indendering shall be as per the provisions of the Buyback Regulations. The procedure is as below:
 a) Eligible Shareholders word are holding Equity Shares in physical form and participate in the Buyback. However, such Indendering shall be as per the provisions of the Buyback Regulations. The procedure is as below:
 a) Eligible Shareholders word are holding Equity Shares in physical form and intend to participate in the Buyback. We not be required to approach their respective Seller Member(s) along with the complete said of Sociaments for wrification procedures to be carified out blorbe placement of the bid. Such documents include (i) the mannes, in the same order in which they hold the shares) (i) original Equity Share conflicate(s), (ii) valid share transfer form(s) (i.e. Form SH-4 duy filed and signed by the transferoms (i.e. by all registred Eligible Shareholder's Nor and Universed at the appropriate place authorizing the transfer in favour of the Company, (ii) self-attested copy of the Eligible Shareholder's Nor and (ii), the address of death centificate and supcome a change statund in the buyback while the Eligible Shareholder's is decosed, etc. as applicable in addition, I the address of the Eligible Shareholder is decosed, etc. as applicable. In addition, I the address of the Eligible Shareholder is decosed, etc. as applicable. In addition, I the address of the Eligible Shareholder is decosed, etc. as applicable. In addition, I the address of the Eligible Shareholder is decosed, etc. as applicable. In addition, I the address of the Eligible Shareholder is decosed, etc. as applicable. In addition, I the address of the Eligible Shareholder is decosed. Bareholder would be required to submit a self-attested c
- proof consisting of any one of the following documents: valid Aathaar Card, Voter feating Card or Passoot. Based on the documents meniioned in Paragraph 13.11(a) above, the econcerned Beiler Momber shall place the bid on behalf of the Eligible Shareholder who is holding Equity Shares in physical form and intend to tender Equity Shares exchange bidding system to the Eligible Shareholder. The TRS will contain the Buyback using the Acquisition Window of the Stock Exchanges. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of order submitted such as folio number, Equity Shares certificate mumber, distinctive number, number of Equity Shares tendered, etc. Any Seler Member/Eligible Shareholder who places a bid for physical and documents (as mentioned in Paragraph 13.11 (a) above) along with the TRS generated by exchange bidding system to the Registrar details of which will be included in the Letter of Ofler on or before the Engistrar to the 41 Paragraph 1 behavo the collection control of the Registrar details of which will be included in the Letter of Ofler on or before the Buyback closing date Limited Buyback 2022. One coay of the TRS will be relained by Registrar and it will provide acknowledgement of the same to the Seller Member/Eligible Shareholder. c)
- Sharaholder. The Eligible Sharaholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for the Buyback shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and lil such time once the Regulation continues they such bids as uncontinued physical bids. Once the Regulation continues they such bids as uncontinued physical bids. Once the Regulation continues they such bids as uncontinued physical bids. Once the Regulation Continues they such bids as uncontinued physical bids. In case any Eligible Shareholder has submitted Fanite Shares to induced the Context of the Regulation Shares the National technic and the Shares to induced the context of the Regulation Shares the National technical bids. d)
- e)
- pence of the surgator. The unregistered shareholders holding physical shares may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of his PAK card and of the person from whom they have purchased shares and other relevant documents as nequired for transfer, f)
- If any, The Buyback from the Eligible Stareholders who are residents outside India including foreign corporate bodies (including estwhile overseas corporate bodies), foreign cortible investors, non-resident Indians, members of foreign including any, shall be subject to the Foreign Exchange Management Act, 1998 and rules and regulations framed thereunder, if any income TaxAct, 1991 and rules and regulations framed therunders as applicable, and also subject to the receipt / provision by such Eighle Shartholders of such approvals, if and to the vectort necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any. 1312 The Buy
- The reporting requirements for non-resident shareholders under RBI, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Selier Member guidelines, for remittance of fu or the Seller Member. METHOD OF SETTLEMENT 14.
- METHOD OF SETTLEMENT Upon finalization of the basis of acceptance as per SEBI Buyback Regulations: a) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market. b) The Company will pay the consideration to the Company's Broker who will transfer the consideration particular to the Cay and the trade of the and the secondary market. Company and the secondary market is the secondary market transfer the outsiderating companion will make direct Market payout to under the Buyback, the Clearing Corporation will make direct Market payout to

3

the respective Eligible Shareholders. If any Eligible Shareholder's bank account details are not available or if the fund transfer instruction is rejected by the RBI relevant bank, due to any reasons, then the amount payable to the Eligible Shareholders will be transferred to the concerned Seller Members' satisment bank account for onward transfer to uso HEigible Shareholder.

- For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Selling Member's settlement accounts for releasing the same to the respective Eligible Shareholder's c) account
- d)
- e)
- such spy-out would be given to their respective Selling Member's settlement accounts for negasing the same to the respective Eligible Shareholder's account.
 In case of certain shareholders viz., NRIs, non-residents elic, (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodans, the funds payout including the same to such to opt to settle through custodans, the funds payout would be given to their respective Stock Broker's sattement accounts for this purpose, the diant type details would be collected from the depositories, whereas funds payout pertaining to the bids settle through custodans. Will be the applicable mechanism prescribed by the DSE Limited and the calantic Corporation by the Comany or Registrar to the Buybado the Clainty Corporation by the Comany or Registrar to the Buybadok. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares interding the copies of the same for such that the excepted bid will be ransferred to the Clainty Corporation by the Comany or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares metioned in the accepted bid will be ransferred to the Clainty Corporation.
 In the case of Inter depository, Clearing Corporation will cancel the excess or unaccepted bid for the source Depository will cancel/release to elion without a release of DT message from target depository. Fourther, release the IDT message from target depository, source Depository will cancel/release the signals. Bartenholder, Post completion of the dering Depository will cancel/release vecases or unaccepted bid shares in the derina account of the shareholder. Post completion of the dering Depository will cancel/release the securities as per the communication/message received from target depository, source Depository will cancel/release.
 Excess or unaccepted bid shares in the demat accoun Ð
- g)
- tendered. The Equity Stares bought back in dematerialized form would be transforred directly to the servow account of the Company ("Company Demat Escrow Account") provided ii is indicated by the Company Broker or II will be transferred by the Company Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchanges. h)
- Stock Exchanges. The Selier Member(s) would issue a contract note to their respective Eligible Shareholders for the Equity Shares accepted under the Buyback. The Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- Broker would also issue a contract note to the Company for the Euply Shares accepted under the Buyback. Broker would also issue a contract note to the Company for the Euply Shares accepted under the Buyback. Beiglib Shareholders who indend to participate in the Buyback should consult their respective Seller Member(s) for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) etc., that way be levice by the Seller Member(s) upon the selling shareholders for tendening Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Eligible Shareholders, in respect of accepted Equity Shares could be net of such costs, charges and expenses (including brokerage) etc., that way be levice by the selling Eligible Shareholders. The Iein marked against unaccepted Equity Shares will be released. If any, or would be returned by registed pat of the depository accounter (in case of physical attrace) at the Eligible Shareholders. (k) The Iein marked against unaccepted Equity Shares will be released. If any, or would be returned by registed pat of the Company Demark Eligible Shareholders about ensure that their depository account is maintained till al formalities pertaining to the Offer are completed. (b) The Equity Shares lytic the compliance officer for the SEBI Buyback Regulations. **COMPLIANCE OFFICER** The Company has apointed Geets Bhala as the compliance officer for the purcose of the Buyback Commission of the anner and Seller and the SEBI Buyback Regulations.

15.

- The Company has appointed Geeta Bhala as the compliance officer for the pury of the Buyback (Compliance Officer). Investors may contact the Compli Officer for any clarification or to address their grevances, if any, during office in the 1000 am. to 500 pm. (IIST) on any day except Saturday, Sunday and p holidays, at the following address:

I.e. 10:00 a.m. to 5:00 p.m. (15:1) on any user average summary in the individual state following address: Geeta Bhalla Group Vice President and Company Secretary Triveni Engineering & Industries Limited 8¹⁰ Floor, Express Trade Towens Pict No. 15:-16, Sactor 16Å, Nota-20: 300, Uttuer Pradesh Tel, No.: 91 120 4308000; Fax No.: 91 120 4301010-11 Email: shares@ithvienicup.com INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK In case of any query, the shareholdrens may also contact K/m Technologies in case of any query, the shareholdrens may also contact K/m Technologies the Buyback, on any day excapt Saturday and Sunday and public holiday between 10:00 a.m. to 5:30 p.m. (IST) at the following address:

KFINTECH

KFin Technologies Limited Selenium Tower B, Plot No, 31-32, Financial District,

Nanakramguda, Serilingampally, Hyderabad Rangareddi – 500 032

Telangana (India) Tel No.: +91 40 67162222 Contact Person: Mr M Mu

Contact Person: Mr M Murlikrishna Email: teil.buyback@kfintech.com

Ernen: <u>en unvolationalimitation</u> Website: <u>www.kfinicch.com</u> Investor Grievance Email: <u>einward.ris@kfinitech.com</u> SEBI Registration No.: INR00000221 Validity Period: Permanent CIN: U72400TG2017PTC117649

- MANAGER TO THE BUYBACK 17.

- AMBIT Acumen at wor

Acumen of work Ambit Private Limited Ambit House, 449, Sonapati Bapat Marg, Lower Parel, Mumbal - 400 013 Tel No: -91 22 6623 3030; Contact Person: Miraj Sampat / Jatin Jain Email: teil buyback@ambit.co:

18.

Website: www.ambit.co SEBI Registration No.: INM000010585 CIN: U65923MH1997PTC109992

DIRECTOR'S RESPONSIBILITY

DIREC [UNX RESPOnsibilit] If As per Regulator 24(a) of the SEBI Buyback Regulations, the Board accepts full responsibility for all the information contained in this Public Amountement and for materials stc., which may be issued in relation to the Suyback, and confirms that the information in such documents contain and will contain frue, factual and material information.

For and on behalf of the Board of Directors o Triveni Engineering & Industries Limited

- Sd/-Sd/-
 Tarun Sawhney
 Nikhil Sawhney
 Geeta Bhalla

 Vice Chairman and
 Non Executive Director
 Group Vice President and

 Managing Director
 DIN: 00029028
 Company Secretary

 DIN: 00382878
 Mombership No. – A9475
 Date : December 12, 2022 Place : Noida

Sd/

नई दिल्ली मंगलवार, 13 दिसंबर 2022 विज़नेस स्टैंडर्ड