

CORPORATE OFFICE

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June 6, 2019

BSE Limited

Department of Corporate Services Phiroze Jeejeebhov Towers Dalal Street Mumbai - 400 001

Script Code: 532356

Dear Sirs,

National Stock Exchange of India Limited

Exchange Plaza Bandra Kurla Complex Bandra (East) Mumbai - 400 051 Symbol: TRIVENI

Subject: Buyback through the tender offer process of not exceeding 1,00,00,000 fully paid-up equity shares of face value of INR 1 each (the "Equity Shares") of Triveni Engineering & Industries Limited (the "Company") at a price of INR 100 per Equity Share ("Buyback").

This is in furtherance to, (i) our intimation letter dated May 21, 2019, regarding convening of our board meeting to approve the Buyback, and (ii) our letter dated June 3, 2019, informing the outcome of our board meeting held on the same date (June 3, 2019) that approved inter alia, the Buyback.

In this connection, pursuant to Regulation 7 of the SEBI Buyback Regulations, the Company has published the Public Announcement for the Buyback on June 5, 2019, in the newspapers mentioned below:

Name of the Newspaper	Language	Editions
Business Standard	English	All
Business Standard	Hindi	All
Vishwa Manav	Hindi	Saharanpur

The copy of the said Public Announcement and a certified true copy of the Board resolution are enclosed for your reference and dissemination on the Stock Exchanges.

You are requested to kindly take note of the same.

For Triveni Engineering & Industries Limited

Geeta Bhalla

Group Vice President & Company Secretary

M.No. A9475

Encl.: As above

TRIVENI ENGINEERING & INDUSTRIES LIMITED

CIN: L15421UP1932PLC022174

Registered Office: Deoband, District Saharanpur, Uttar Pradesh-247554

Corporate Office: 8th Floor, Express Trade Towers, Plot No.15-16, Sector-16A, Noida 201301, Uttar Pradesh Tel. No.: +91 120 4308000, Fax No.: +91 120 4311010

E-mail: shares@trivenigroup.com | Website: www.trivenigroup.com | Company Secretary: Mrs. Geeta Bhalla

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF **EQUITY SHARES OF TRIVENI ENGINEERING & INDUSTRIES LIMITED IN CONNECTION WITH THE BUYBACK** OF EQUITY SHARES THROUGH THE TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES), REGULATIONS, 2018

This Public Announcement ("Public Announcement") is being made in relation to the Buyback (as defined hereinafter) of Equity Shares (as defined hereinafter) of Triveni Engineering & Industries Limited through the tender offer process, pursuant to Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments from time to time ("SEBI Buyback Regulations") and contains the disclosures as specified in Schedule II to the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations

OFFER FOR BUYBACK OF NOT EXCEEDING 1,00,00,000 (ONE CRORE ONLY) FULLY PAID UP EQUITY SHARES OF FACE VALUE OF INR 1 EACH (INDIAN RUPEE ONE ONLY) ("EQUITY SHARES") AT A PRICE OF INR 100 (INDIAN RUPEES ONE HUNDRED ONLY) PER FULLY PAID UP EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS

1. DETAILS OF THE BUYBACK AND BUYBACK PRICE

- 1.1 Pursuant to the resolution passed by the board of directors of Triveni Engineering & Industries Limited (the "Company") (the board of directors of the Company are hereinafter referred to as the "Board" or the "Board of Directors") on June 3, 2019 ("Board Resolution"), the Company hereby announces the buyback of not exceeding 1,00,00,000 (One Crore Only) Equity Shares from the equity shareholders / beneficial owners of Equity Shares as on Wednesday, June 19, 2019 (the "Record Date") (for further details in relation to the Record Date, refer to Paragraph 8 of this Public Announcement), on a proportionate basis, through the "tender offer" process, in accordance with Article 4 of the Articles of Association of the Company, Sections 68, 69 and 70, and other applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof (the "Companies Act") and applicable rules thereunder including the Companies (Share Capital and Debentures) Rules, 2014, as amended, the SEBI Buyback Regulations, at a price of INR 100 (Indian Rupees One Hundred only) per Equity Share ("Buyback Offer Price"), payable in cash, for an aggregate maximum amount not exceeding INR 100,00,00,000 (Indian Rupees One Hundred Crore only) (the "Buyback Offer Size") (the process being referred hereinafter as the "Buyback"). The Buyback Offer Size and the Buyback Offer Price do not include any expenses incurred or to be incurred for the Buyback viz., brokerage, costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, printing and dispatch expenses and other incidental and related expenses and charges ("Transaction Costs"). The Buyback Offer Size represents 9.71% and 9.15% of the aggregate of the Company's paid-up capital and free reserves (including securities premium) as per the audited financials of the Company as on March 31, 2019 on a standalone and consolidated basis respectively.
- 1.2 The Buyback is in accordance with the provisions of Companies Act, Article 4 of the Articles of Association of the Company and subject to the provisions of the SEBI Buyback Regulations, and such other approvals, permissions as may be required from time to time from BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE"), (BSE and NSE are hereinafter together referred to as the "Stock Exchanges") where the Equity Shares of the Company are listed and from any other statutory and/or regulatory authority, as may be required and which may be agreed to by the Board and/or any committee thereof. The Buyback would be undertaken in accordance with circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, issued by the Securities and Exchange Board of India ("SEBI"), which prescribes mechanism for acquisition of shares through stock exchange. In this regard, the Company will request BSE to provide the acquisition window
- 1.3 In accordance with the provisions of the Companies Act and the SEBI Buyback Regulations, the Buyback Size of INR 100,00,00,000 (Indian Rupees One Hundred Crore only) excluding Transaction Costs, represents 9.71% and 9.15% of the aggregate of the Company's paid-up capital and free reserves as per the audited financials of the Company as on March 31, 2019 on a standalone and consolidated basis respectively, and it does not exceed 10% of the aggregate of the fully paid up share capital and free reserves of the Company as on March 31, 2019. Further, under the Companies Act, the number of equity shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity share capital of a company in that financial year. Since the Company proposes to Buyback not exceeding 1,00,00,000 (One Crore Only) Equity Shares representing 3.88% of the total number of Equity Shares in the total paid up equity share capital of the Company as at March 31, 2019, the same is within the aforesaid 25% limit

1.4 The Buyback Offer Price has been arrived at after considering various factors including, but

- not limited to trends in the volume weighted average prices of the Equity Shares on the Stock Exchanges, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share. The Buyback Price represents premium of 62.91% and 62.81% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the three months preceding May 21, 2019, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback and premium of 47.06% and 47.17% over the closing price of the Equity Shares on BSE and NSE, respectively, as on May 21, 2019, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback. The basic earnings per Equity Share of the Company pre-Buyback as on March 31, 2019, considering the number of Equity Shares outstanding as on March 31, 2019 is INR 8.55 and INR 8.39 on a standalone and consolidated basis respectively, which will increase to INR 8.90 and INR 8.73 on a standalone and consolidated basis respectively, post Buyback assuming full acceptance of the Buyback. The return on net worth of the Company pre-Buyback as on March 31, 2019 is 23.42% and 21.48% on a standalone and consolidated basis respectively, which will increase to 24.73% and 22.60% on a standalone and consolidated basis respectively, post Buyback assuming full acceptance of the
- 1.5 A copy of this Public Announcement is available on the Company's website i.e., www.trivenigroup com, and is expected to be made available on the website of SEBI i.e., www.sebi.gov.in and on the websites of Stock Exchanges, i.e., www.bseindia.com and www.nseindia.com during the period of the Buyback.

The Buyback is being proposed by the Company to return surplus funds to the equity shareholder/ beneficial owner of the Equity Shares ("Equity Shareholders"), which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, efficient and cost-effective manner. Additionally, the Company's management strives to increase the Equity Shareholders' value and the Buyback would result in the following benefits, amongst other things:

- The Buyback will improve the Earnings Per Share (EPS), Return on Capital Employed (ROCE) and Return on Equity (ROE):
- The Buyback will help in achieving an optimal capital structure;
- The Buyback will help the Company to distribute surplus cash to the Equity Shareholders broadly in proportion to their shareholding, thereby, enhancing their overall return
- The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of shares as per the entitlement of the shareholders or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations:
- The Buyback gives an option to the Equity Shareholders to either (i) choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback or (ii) choose to not participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend Buyback not exceeding 1,00,00,000 (One Crore Only) Equity Shares representing 3.88% of the total paid-up equity capital of the Company at price of INR 100 (Indian Rupees One Hundred only) per Equity Share, payable in cash, for an aggregate maximum amount not exceeding INR 100,00,00,000 (Indian Rupees One Hundred Crore only) excluding any expenses incurred or to be incurred for the Buyback, which represents 9.71% and 9.15% of the aggregate of the Company's paid-up capital and free reserves (including securities premium) as per the audited financials of the Company as on March 31, 2019 on a standalone and consolidated basis

DETAILS OF PROMOTERS SHAREHOLDING AND OTHER DETAILS

3.1 The aggregate shareholding in our Company of the (i) promoters; (ii) members of the promoter group; and (iii) persons who are in control of the Company, as on the date of the Board Meeting i.e., June 3, 2019 and the date of this Public Announcement i.e., June 4, 2019 is as follows:

Sr. No	Name of Shareholder	No. of Equity Shares held	Percentage of paid-up equity share capital
1.	STFL Trading and Finance Private Limited	8,26,96,056	32.06%
2.	Mr. Dhruv Manmohan Sawhney	4,01,30,756	15.56%
3.	Mr. Nikhil Sawhney	1,52,77,653	5.92%
4.	Mr. Tarun Sawhney	1,46,95,375	5.70%
5.	Mrs. Rati Sawhney	1,86,19,164	7.22%
6.	M/s Manmohan Sawhney (HUF)	45,13,225	1.75%
7.	Mrs. Tarana Sawhney	25,000	0.01%
	Total	17,59,57,229	68.21%

3.2 Apart from the individuals covered under Point 3.1 above, shareholding of the directors of the Company ("Directors"), the key managerial personnel of the Company ("KMPs") and the directors of promoters and members of the promoter group, where such promoter or promoter group entity is a company, as on the date of this Public Announcement i.e., June 4, 2019 is as follows:

1	Sr. No.	Name of shareholder	Designation	No. of Equity Shares held	Percentage of paid-up equity share capital
:	1.	Mr. Shekhar Datta	Non-Executive Independent Director	10,000	Negligible
	2.	Mr. Suresh Taneja	Group CFO	14,000	Negligible
3	3.	Mr. S.S. Walia	Director of STFL Trading & Finance Private Limited.	17,550	Negligible

Apart from the above, none of the other Directors or KMPs and the directors of promoters and members of the promoter group, where such promoter or promoter group entity is a company, hold any Equity Shares in the Company.

3.3 No Equity Shares or other specified securities in the Company were either purchased or sold 4. (either through the Stock Exchanges or off market transactions) by any of the (i) promoters; (ii) members of the promoter group (iii) directors of the promoter and promoter group, where such promoter or promoter group entity is a Company and of persons who are in control of the Company during a period of six months preceding the date of the Board Resolution, i.e. June 3, 2019, and from the date of the Board Resolution till the date of this Public Announcement, except the following:

Name	Aggregate No. of Shares Purchased/ Sold	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price (₹)	Date of Minimum Price
Mr. Dhruv M. Sawhney	17,39,000	Purchase (Inter-se transfer amongst promoters)	57.60	08-03-2019	57.60	08-03- 2019
Mrs. Rati Sawhney	17,39,000	Sale (Inter-se transfer amongst promoters)	57.60	08-03-2019	57.60	08-03- 2019

3.4 Intention of promoter and members of the promoter group to participate in the Buyback:

The promoters and members of promoter group, being persons in control of the Company, have expressed their intention to participate in the Buyback and they may tender up to a maximum number of Equity Shares as detailed below or such lower number of Equity Shares as permitted

Sr.	Name of Shareholder	Maximum Number of Equity Shares which
No.		may be tendered
1.	STFL Trading and Finance Private Limited	5,07,56,000
2.	Mr. Dhruv Manmohan Sawhney	2,26,94,000
3.	Mr. Nikhil Sawhney	79,02,000
4.	Mr. Tarun Sawhney	76,01,000
5.	Mrs. Rati Sawhney	96,30,000
6.	M/s Manmohan Sawhney (HUF)	23,35,000
7.	Mrs. Tarana Sawhney	13,000
	Total	10,09,31,000

				uisition of the Equity Shares t er in the Buyback are set forth		s/members
Sr. No.	Date of Transaction	No. of Equity Shares	Value (Rs.)		Transaction Value (Rs.)	Cumulative No. of Shares
1	Opening as on	4,83,122	Dhruv Ma	anmohan Sawhney Through purchases /	1,28,22,061.12	4,83,122
	01-04-2003*1			allotments		
2	18-08-2004	3,50,000	10	Inter-se Transfer amongst promoters	1,53,30,000.00	8,33,122
3	06-09-2004	1,44,000	10	Inter-se Transfer amongst	63,07,200.00	9,77,122
4	16-02-2005		1	promoters Split from Rs.10/- to Re.1/-	_	97,71,220
5	14-06-2005	53,14,638	1	Arising from distribution	1,82,65,316.47	1,50,85,858
				of assets on liquidation of DIRC Investments Limited.		
6	17-06-2005	2,26,28,787	1	Bonus Shares		3,77,14,645
7	21-09-2007 to	(10,00,000)	1	Open Market sale	1,23,901,150.00	3,67,14,645
8	27-09-2007 18-09-2009	(5,90,000)	1	Open Market / Inter-se	6,36,88,349.00	3,61,24,645
				transfer amongst promoters		
10	14-12-2011	19,08,111	1	Inter-se transfer amongst promoters	2,64,27,337.35	3,80,32,756
11	30-12-2011	3,59,000	1	Inter-se transfer amongst	45,59,300.00	3,83,91,756
12	20-03-2019	17,39,000	1	promoters	10,01,66,400.00	4,01,30,756
12	20-03-2019	17,39,000	1	Inter-se transfer amongst promoters	10,01,66,400.00	4,01,30,736
Cum	ulative Sharehol	ding	_			4,01,30,756
1	Opening as on	1,41,759	10	ati Sawhney Through purchases /	63,86,555.96	1,41,759
_	01-04-2003*1	1,41,733	10	allotments	03,00,333.30	1,41,733
2	18-08-2004	20,448	10	By way of gift	2 42 65 200 00	1,62,207
3	18-08-2004	5,54,000	10	Inter-se transfer amongst promoters	2,42,65,200.00	7,16,207
4	06-09-2004	90,000	10	Inter-se transfer amongst	39,42,000.00	8,06,207
5	16-02-2005		1	promoters Split from Rs.10/- to Re.1/-	_	80,62,070
6	17-06-2005	1,20,93,105	1	Bonus shares		2,01,55,175
7	21-09-2007 to	(18,75,000)	1	Open Market sale	23,12,90,445.00	1,82,80,175
8	27-09-2007 21-11-2008 to	14,91,535	1	Open Market purchase	5,23,98,013.00	1,97,71,710
	26-11-2008	, ,		·		
9	28-11-2008 to 02-12-2008	1,66,678	1	Open Market purchase	61,14,518.00	1,99,38,388
10	04-12-2008 to	2,56,521	1	Open Market purchase	1,01,02,873.83	2,01,94,909
11	08-12-2008 18-06-2010	(12 60 005)	1	Inter-se transfer amongst	12 52 10 260 00	1,88,24,914
11	18-06-2010	(13,69,995)	1	promoters	13,53,10,369.00	1,00,24,914
13	14-12-2011	12,44,250	1	Inter-se transfer amongst	1,72,32,862.50	2,00,69,164
14	30-12-2011	2,89,000	1	promoters Inter-se transfer amongst	36,70,300.00	2.03.58.164
				promoters		
15	20-03-2019	(17,39,000)	1	Inter-se transfer amongst promoters	10,01,66,400.00	1,86,19,164
Cumi	ulative Sharehol	ding		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		1,86,19,164
1	Oi	4.70.671		run Sawhney	1 (2 00 241 02	4.70.671
1	Opening as on 01-04-2003*1	4,79,671	10	Through purchases / allotments	1,62,08,241.02	4,79,671
2	18-08-2004	84,000	10	Inter-se transfer amongst	36,79,200.00	5,63,671
3	06-09-2004	12,000	10	promoters Inter-se transfer amongst	52,56,000.00	5,75,671
	00 03 2004	12,000	10	promoters	32,30,000.00	3,73,071
4	06-09-2004	70,000	10	Inter-se transfer amongst promoters	30,66,000.00	6,45,671
5	16-02-2005		1	Split from Rs.10/- to Re.1/-	_	64,56,710
6	17-06-2005	96,85,065	1	Bonus Shares	_	1,61,41,775
7	21-09-2007 to 27-09-2007	(18,75,000)	1	Open Market sale	23,16,68,750.00	1,42,66,775
8	01-12-2011 to	2,24,404	1	Open Market purchase	32,04,141.19	1,44,91,179
9	02-12-2011 05-03-2012	1,00,000	1	Open Market purchase	19,03,000.00	1,45,91,179
10	13-09-2012 to			Open Market purchase	19,03,000.00	1,46,95,375
•	14-09-2012					
Cumi	ılative Sharehol	aing	Nik	thil Sawhney		1,46,95,375
1	Opening as on	4,82,106	10	Through purchases /	1,61,52,704.55	4,82,106
2	01-04-2003*1 18-08-2004	60,000		allotments Inter-se transfer amongst	26,28,000.00	5,42,106
2	18-08-2004	60,000) 10	promoters	26,28,000.00	5,42,106
3	06-09-2004	90,000	10	Inter-se transfer amongst	39,42,000.00	6,32,106
4	16-02-2005	_	. 1	promoters Split from Rs.10/- to Re.1/-	_	63,21,060
5	17-06-2005	94,81,590		Bonus shares	0.00	1,58,02,650
6	21-09-2007 to	(10,00,000	1	Open Market sale	12,39,32,547.00	1,48,02,650
7	27-09-2007 21-11-2008 to	2,68,907	' 1	Open Market purchase	94,12,001.66	1,50,71,557
	26-11-2008					
8	01-12-201 to 02-12-2011	2,06,096	5 1	Open Market purchase	29,48,372.65	1,52,77,653
Cumi	ulative Sharehol	ding				1,52,77,653
1	Onenir	07.466		han Sawhney HUF	40.2F.000.00	07.460
1	Opening as on 01-04-2003*1	97,169		Through purchases / allotments	40,25,898.88	97,169
2	06-09-2004	50,000		Inter-se transfer amongst	21,90,000.00	1,47,169
				promoters		

Since specific details of acquisition/sale of equity shares are not available prior to 1.4.2003 accordingly aggregate shareholding as on 1.4.2003 is provided

16-02-2005

17-06-2005

30-11-2011

30-11-2011

Cumulative Shareholding

Cumulative Shareholding

Cumulative Shareholding

1 4-8-2009

1 26-12-2017

22,07,535

3,34,000

5,00,000

8,26,96,056

25.000 1

1

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Scheme of Arrangement between Subhadra Trade & Finance Limited and Verve Professional Services Private Limited (Name changed to STFL Trading & Finance Private Limited) & their respective shareholders and creditors approved by the Honourable NCLT at Allahabad pursuant to its order dated 20-09-2017.

Split from Rs.10/- to Re.1/-

Inter-se transfer amongst

Inter-se transfer amongst

Open Market purchase

Acquisition pursuant to

Scheme of Arrangement*2

Bonus shares

promoters

Tarana Sawhney

STFL Trading & Finance Limited

There are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

CONFIRMATION BY THE BOARD OF DIRECTORS

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion:

- that immediately following the date of the Board Resolution (i.e. June 3, 2019), there will be no grounds on which the Company can be found unable to pay its debts.
- that as regards the Company's prospects for the year immediately following the date of the Board Resolution and having regard to the Board's intention 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 view be available to the Company during that year, the Company will be able to meet 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 resolution.
- in forming their opinion for the above purposes, the Board has taken into account the liabilities as if the company were being wound up under the provisions of the Companies Act, 1956 or Companies Act or the Insolvency and Bankruptcy Code, 2016 (each as amended) (including prospective and contingent liabilities).

REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated June 3, 2019 received from M/s. S.S. Kothari Mehta & Co., Chartered Accountants, the statutory auditor of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote:

The Board of Directors

Triveni Engineering & Industries Limited

Noida - 201 301, U.P. India

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

1. This report is issued in accordance with the terms of our engagement dated June 3, 2019

- 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 proposed 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 March 31, 2019 ('the Statement') pursuant to the proposed buyback of equity shares approved by the board of directors of the Company ("Board of Directors") at their meeting held on June 3, 2019, in accordance with the provisions of sections 68, 69 and 70 of the Act and the SEBI Buyback Regulations. The Statement contains the computation of amount of permissible capital payment towards buy-back of equity shares in accordance with the requirements of section 68(2) of the Act, Regulation 4(i) & 5(i)(b) of the SEBI Buyback Regulations and based on the latest audited standalone and consolidated financial statements for the year ended March 31, 2019 We have initialed the Statement for identification purposes only.

- The preparation of the Statement in accordance with Section 68 (2) of the Act and in compliance of the SEBI Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of the internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting and will not be rendered insolvent within a period of one year from the date of the Board meeting at which the proposal for buyback was approved by the Board of Directors of the Company and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016, Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of the section 68 (6) of the Act and the SEBI Buy-back Regulations.

Auditor's Responsibility:

- Pursuant to the requirement of the SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance that:
 - i) the amount of capital payment for the buy back, as stated in Annexure A has been determined considering the Audited Financial Statements for the year ended March 31, 2019, and is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Regulation 4(i) & 5(i)(b) of the SEBI Buyback Regulations:
 - ii) the Board of Directors in their meeting held on June 3, 2019 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.
- A reasonable 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 procedures:
 - i) Examined authorisation for buy back from the Articles of Association of the Com
- Examined that the amount of capital payment for the buy-back as detailed in the Statement is within the permissible limit computed in accordance with section 68(2) of the Act and Regulation 4(i) & 5(i)(b) of the SEBI Buyback Regulations; Examined that the ratio of the secured and unsecured debt owed by the Company is not more
- than twice the paid-up capital and its free reserves after such buy-back; Examined that all the shares for buy-back are fully paid-up;
- Inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended March 31, 2019; Agreed the balance of the Statement of Profit and Loss, Securities Premium Account and General
- Reserve as at March 31, 2019 as disclosed in the Statement with the audited financial statem vii) Examined resolutions passed in the meetings of the Board of Directors. We have not carried out
- any procedures as regards to the projections approved by the Board of Directors and accordingly viii) Inquired if the Board of Directors of the Company, in its meeting held on June 3, 2019, has
- formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buy-back Regulations, 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 date of the board meeting and the date on which the results of the shareholders' resolution with regard to the proposed buyback will be declared;
- Examined minutes of the meetings of the Board of Directors
- Obtained Directors' declarations for the purpose of buy-back and solvency of the Company; and xi) Obtained appropriate representations from the management of the Company
- 8. The audited financial statements, referred to in paragraph 6 and 7 above, have been audited by us, on which we have issued unmodified audit opinion vide our report dated May 21, 2019. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the 'ICAI'). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that maybe of potential 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.
- 10. We have complied 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.

14,71,690

36,79,225

1.52.77.653

25.000

25,000

8.26.96.056

42,41,800.00 40,13,225

64,50,000.00 45,13,225

28.71.828.00

- 11. Based on our examination as stated above and the representation, information and explanations given to us, we report that:
 - (a) we have inquired into the state of affairs of the Company in relation to audited standalone and consolidated financials for the year ended March 31, 2019;
 - (b) the amount of the permissible capital payment towards the proposed buy-back of equity shares as computed in the accompanying Statement, has been determined in accordance with the requirements of section 68(2) of the Act and Regulation 4(i) & 5(i)(b) of the SEBI Buy-back Regulations based on the audited financial statements for the year ended March 31, 2019;
 - (c) the Board of Directors, in their meeting held on June 3, 2019, have formed the opinion, as specified in clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date of the meeting of the Board of Directors; and
 - (d) 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

Restriction on use:

12. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the provisions of section 68 and other applicable provisions of the Act read with rule 17 of the Companies (Share Capital and Debentures) Rules, 2014 (as amended) and the SEBI Buyback Regulations, pursuant to the proposed buyback of equity shares. Our obligations in respect of this report are entirely separate, and our responsibility and liability is in no way changed by, any other role we may have as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company

(Continued on next page...)

(Continued from previous page...)

This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and to include this report, pursuant to the requirements of the SEBI Buy-back Regulations, (a) public announcement to be made to the shareholders of the Company, (b) in the draft letter of offer and the letter of offer to be filed with the Registrar of Companies. Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited, as required by the SEBI Buyback Regulations, the Central Depository Services (India) Limited, National Securities Depository Limited, as applicable and (c) for providing to the manager to the buyback. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

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

Yogesh K. Gupta

Partner Membership Number: 093214 Place: Noida (U.P.)

Dated: June 03, 2019

Annexure A- Statement of permissible capital payment

Computation of amount of permissible capital payment for the buy-back of equity shares in accordance with Section 68 (2) of the Companies Act, 2013 and Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 based on audited standalone & consolidated Ind AS financial statements as at and for the year ended 31st March, 2019:

(₹ in Lakhs)

Particulars	Standalone	Consolidated
A. Paid up equity capital as at 31st March 2019	2570.47	2570.47
(25,79,53,110 equity shares of Re. 1 each)	2579.47	2579.47
B. Free reserves*		
Securities premium	26546.93	26585.22
General reserve	49212.72	49919.43
Retained earnings	24669.57	30174.95
Total free reserves	100429.22	106679.60
Total paid up equity capital and free reserves (A+B)	103008.69	109259.07
Permissible capital payment towards buy back of equity shares in accordance with Section 68(2) of the Act and Regulation 4 and 5 of the SEBI Buyback Regulations (25% of the paid-up equity capital and free reserves)	25752.17	27314.77
Permissible capital payment towards buy back of equity shares in accordance with Section 68(2) of the Act and Regulation 5(i)(b) of the SEBI Buyback Regulations (10% of the paid-up equity capital and free reserves)	10300.87	10925.91

*considered as defined in section 2(43) of Companies Act, 2013 read with section 68 of the Companies Act, 2013, hence retained earnings are reduced to the extent of INR 424.16 Lakhs on account of fair value changes of certain assets & liabilities.

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

Suresh Taneja **Group CFO**

Place: Noida Date: June 03, 2019

Unauote

7. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK

Process

- 7.1 The Buyback is open to all eligible shareholders, i.e., the shareholders who on the Record Date were holding Equity Shares either in physical form ("Physical Shares") and the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form ("Demat Shares") (such shareholders are referred as the "Eligible Shareholders").
- 7.2 The Buyback will be implemented using the "Mechanism for acquisition of shares through Stock Exchange" issued by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and in accordance with the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board of Directors, or the committee constituted by the Board to exercise its powers in relation to the Buyback (such committee, the "Buyback Committee"), on such terms and conditions as may be permitted by law from time to time
- 7.3 For implementation of the Buyback, the Company has appointed HDFC Securities Limited as the registered broker to the Company (the "Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

HDFC Securities Limited

I Think Techno Campus Building-B, "Alpha", Office Floor 8, Opp. Crompton Greaves Near Kanjurmarg Station Kanjurmarg (East), Mumbai 400 042 India

Tel.: +91 22 3075 3400, Fax: +91 22 22 3075 3435

E-mail: sharmila.kambli@hdfcsec.com Contact Person: Ms. Sharmila Kambli

- 7.4 The Company shall request BSE to provide a separate window (the "Acquisition Window") to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. For the purpose of this Buyback, BSE would be the designated stock exchange ("Designated Stock Exchange"). The details of the Acquisition Window will be as specified by BSE from time to time. In the event Shareholder Broker(s) of Eligible Shareholder is not registered with BSE, then the Eligible Shareholders can approach any BSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE registered broker, Eligible Shareholders may approach Company's Broker i.e., HDFC Securities Limited to place their bids.
- 7.5 At the beginning of the tendering period, the order for buying Equity Shares will be placed by the Company through Company's Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective stock brokers ("Shareholder Broker") during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders.
- 7.6 The reporting requirements for Non-Resident Shareholders under the Foreign Exchange Management Act, 1999 and any other rules, regulations, guidelines, for remittance of funds, shall

be made by the Eligible Shareholder and/or the Shareholder Broker through which the Eligible Shareholder places the bid.

- 7.7 Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible $\,$ Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the
- 7.8 The cumulative quantity tendered shall be made available on the website of BSE (www.bseindia com) throughout the trading session and will be updated at specific intervals during the tendering

7.9 Procedure to be followed by shareholders holding Demat Shares:

- (a) Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback.
- (b) The Shareholder Broker would be required to place an order/bid on behalf of the Eligible Shareholder who wishes to tender Demat Shares in the Buyback using the Acquisition Window of the BSE. Before placing the bid, the Eligible Shareholder would be required to transfer the tendered Demat Shares to the Indian Clearing Corporation Limited ("Clearing Corporation"), by using the early pay in mechanism prior to placing the bid by the Shareholder Broker. The details of the special account shall be informed in the issue opening circular that will be issued by the BSE or the Clearing Corporation.
- (c) Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("TRS") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/ bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares
- (d) In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Equity Shareholder shall be deemed to have been accepted, for the shareholders holding Equity Shares in demat form as on the Record Date.

7.10 Procedure to be followed by the shareholders holding Physical Shares:

- (a) As per the proviso to regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018), read with SEBI's press releases dated December 3, 2018, and March 27, 2019, effective from April 1, 2019, transfers of securities shall not be processed unless the securities are held in the dematerialized form with a depository ("LODR Amendment").
- (b) In light of the LODR Amendment, any of the Eligible Shareholders who are desirous of tendering their Equity Shares held in physical form can do so only after the shares are dematerialized. Such Eligible Shareholders are advised to approach the concerned depository participant to have their Equity Shares dematerialized
- (c) Eligible Shareholders who have dematerialized their physical shares post Record Date and propose to tender their Demat Shares in the Buyback may deliver the Tender Form duly signed (by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares, along with TRS generated by the stock exchange bidding system upon placing of a bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback.

7.11 METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

- (a) The Company will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Equity Shareholders will receive funds pay-out in their bank account from the Clearing
- (b) The Demat Shares bought back would be transferred directly to the demat account of the Company opened for the Buyback (the "Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.
- (c) The Eligible Shareholders of the Demat Shares will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Demat Shares, due to rejection or due to non-acceptance in the Buyback
- (d) Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholder would be returned to them by the Clearing Corporation.
- (e) The settlements of fund obligation for Demat Shares shall be affected as per the SEBI circulars and as prescribed by BSE and Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by the Reserve Bank of India ("RBI")/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker for onward transfer to such
- (f) In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account.
- (g) The Shareholder Broker would issue a contract note to the Eligible Shareholders tendering Equity Shares in the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- (h) Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Company 12. DIRECTORS RESPONSIBILITY accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholders.
- (i) The Equity Shares bought will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations

RECORD DATE AND SHAREHOLDER ENTITLEMENT

TRANSFEREE COMPAN

- 8.1 As required under the SEBI Buyback Regulations, the Company has fixed Wednesday, June 19, For and on behalf of the Board of Directors of Triveni Engineering & Industries Limited 2019 as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders
- 8.2 The Equity Shares to be bought back, as part of the Buyback is divided in to two categories:
 - (a) reserved category for Small Shareholders (defined under Regulation 2(i)(n) of the SEBI Buyback Regulations as a shareholder, who holds shares or other specified securities whose Place: Noida market value, on the basis of closing price on the recognized stock exchange in which the Date: June 4, 2019

- highest trading volume, as on record date, is not more than INR 2,00,000 (Rupees two lakhs only); and
- (b) the general category for all other shareholders
- 8.3 The reserved category for Small Shareholders shall be 15% of the number of Equity Shares which the Company proposes to Buyback, or number of Equity Shares entitled as per shareholding of Small Shareholders, whichever is higher.
- 8.4 Based on the shareholding as on the Record Date, the Company will determine the entitlement of each shareholder to tender their Equity Shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs.
- 8.5 In order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios do not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and the Buyback Entitlement. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body – broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.
- 8.6 The Eligible Shareholders participation in the Buyback will be voluntary. The Eligible Shareholders can choose to participate, in full or in part, and get cash in lieu of Equity Shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. The Eligible Shareholders may also tender a part of their entitlement. The Eligible Shareholders also have the option of tendering additional Equity Shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any,
- 8.7 The maximum tender under the Buyback by any shareholder cannot exceed the number of Equity Shares held by the shareholders as on the Record Date.
- 8.8 The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback
- 8.9 Detailed instructions for participation in the Buyback (tendering of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Eligible shareholders as on Record Date.

COMPANY SECRETARY & COMPLIANCE OFFICER

Mrs. Geeta Bhalla

Group Vice President, Company Secretary & Compliance Officer

8th Floor, Express Trade Towers, Plot No.15-16, Sector-16

Noida-201 301 Littar Pradesh India

Tel. No.: +91 120 4308 000, **Fax No.:** +91 120 4311 010

Email: shares@trivenigroup.com, Website: www.trivenigroup.com Investors may contact the Company Secretary for any clarification or to address their grievances, if

any, during office hours i.e. 10:30 a.m. to 5:30 p.m. on any day, except Sunday and public holidays INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may contact the Registrar to the Buyback on any day, except Saturday, Sunday and public holidays between 10:00 a.m. and 4:00 p.m. at the following address:



Karvy Selenium Tower B Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Hyderabad Rangareddi, Telangana 500 032, India

Tel: +91 40 6716 2222, Fax: +91 40 2343 1551 E-mail: teil.buyback@karvy.com

Investor Grievance Id: einward.ris@karvy.com Contact Person: Mr. M. Murali Krishna

SEBI Registration No.: INR000000221 MANAGER TO THE BUYBACK

HDFC BANK

HDFC Bank Limited

Peninsula Business Park, 'B' Wing, 4th Floor, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 Tel: +91 22 3395 8233, Fax: +91 22 3078 8584

E-mail: teil.buyback@hdfcbank.com

Contact Person: Mr. Ankit Bhatia / Mr. Ravi Sharma SEBI Registration No.: INM000011252

 $As per \, Regulation \, 24(i) (a) \, of \, the \, SEBI \, Buyback \, Regulations, \, the \, Board \, of \, Directors \, accepts \, responsibility$ for the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc. which may be issued in relation to the Buyback and confirms that the information in such documents contain and will contain true. factual and material information and does not and will not contain any misleading information.

Mr. Dhruv Manmohan Sawhney Mr. Tarun Sawhney Mrs. Geeta Bhalla

Chairman & Managing Director DIN: 00102999

Vice Chairman & Managing Director DIN: 00382878

Group Vice President & **Company Secretary** M. No.: A9475

NORTH EASTERN RAILWAY E-TENDER Dy. Chief Electrical Engineer/Colony, N.E. Railway, Gorakhpur for & behalf of President of India invites "OPEN" E-Tender through online (e-tendering) for following work:-Tender Notice No. & Description of Work | Approx Value ₹ | E.M.D. Money ₹ 1601134.00 32000.00 18-2019-Colony Name of work: Comprehensive Annual Cost of Tender Form- ₹2000/-Maintenance contract for split type Room Air Conditioner of 244 Nos. for the year | Completion time/period from the 2019-20 and 383 Nos. for the year of 2020- date of issue of acceptance letter-21 for various make, various places at 24 Months. Gorakhpur Railway Offices. E-tender online will be submitted upto 15:00 Hrs. on dated 25.06.2019. Manual offers are not allowed against these tenders and any such manual offer recived shall be ignored. For full details and submission of bid please see the

CPRO/EL-22 Dy. Chief Electrical Engineer/Colony, N.E.R./Gorakhpur About any passenger amenity complaint SMS on Mob. No.: 09794845955 "Never travel on roof and foot boards"

ndian Railway IREPS official website www.ireps.gov.in.

Before The Hon'ble National Company Law Tribunal Principal Bench New Delhi Company Petition No.(CAA)-181(PB)/2018 Connected With

Form NCLT-3A

Company Application No. CA(CAA)-129(PB)/2018 In the matter of the Companies Act, 2013; And In the matter of Sections 230 to 232 of the Companies Act, 2013 read with;

In the matter of Scheme of Amalgamation amongst MJI Tech Private Limited

VKG Electronics Private Limited and Goodre Private Limited and their

respective Shareholders & Creditors; MJI Tech Private Limited (CIN:U51505DL1996PTC084083)Transferor Company 1 VKG Electronics Pvt. Ltd.(CIN:U74899DL1991PTC043406)Transferor Company 2 Goodre Private Limited (CIN:U93000DL1995PTC073239) Transferee Company All the above named three companies are incorporated under the Companies Act, 1956 and having their registered office at B27/5 (Double Storey),Rames Nagar, New Delhi – 110015, India.

ADVERTISEMENT DETAILING PETITION

NOTICE OF PETITION NOTICE OF PETITION

A petition under Sections 230-232 of the Companies Act, 2013, for the approval of the Scheme of Amalgamation was jointly presented by MJI Tech Private Limited, VKG Electronics Private Limited and Goodre Private Limited on the 8th day of August 2018 and the said petition is fixed for hearing before the Principal Bench of the National Company Law Tribunal, New Delhi ('the Bench'), on the 4th July 2019. Any person desirous of supporting or opposing the said petition should send to the concerned Bench and Petitioner or undersigned Petitioners' authorized representative, notice of his intention, signed by him/her or its advocate, with his/her name and address, so as to reach the concerned Bench and Petitioner or netitioner's advocate not later than two days before the date fixed for the hearing of petitioner's advocate not later than two days before the date fixed for the hearing o petitioner's advocate not later than two days before the date inked for the hearing of the petition. Where such person seeks to oppose the petition, the grounds of opposition or a copy of his affidavit in that behalf shall be furnished with such notice. A copy of the petition can be obtained from the petitioner company between 11AM to 5PM on any working days except Saturday but no later than 2days before the date fixed for hearing of the petition on payment of the prescribed charges for the

Date: 04/06/2019

Sharad Jair (Authorized representative for petitioners) Address: 13-B, D-6, Vasant Vihar, New Delhi-110057,India

Company Petition no. 122/PB/2018 SV POWER PRIVATE LIMITED ..TRANSFEROR COMPANY No.TRANSFEROR COMPANY No. WITH SPECTRUM COAL AND POWER LIMITED ACR (INDIA) LIMITED

Notice and Advertisement of notice of the meeting of the unsecured creditors of (1) SV Power Private Limited (Transfero rum Coal And Power Limited (Transfe Company No. 1), (2) Spec Company No. 2) and (3) ACB (India) Limited (Transferee Company) Notice is hereby given that, vide order dated 30.05.2019, the Principa Bench at New Delhi of the National Company Law Tribunal has directed a neeting to be held of unsecured creditors of all the three Companies for the purpose of considering, and if thought fit, approving with or withou nodification, the scheme of amalgamation between SV Power Private Limited Transferor Company No.1) and Spectrum Coal and Power Limited (Transferor Company No.2) with ACB (India) Limited (Transferee Company).

n pursuance of the said order and as directed therein further, notice is hereby given that meetings of the unsecured creditors of the all the three companies will be held as per the below schedule:

S. No.	Name of the companies	Place of Meeting	Date & Time
1.	SV POWER PRIVATE	PHD Chamber of Commerce	Saturday,
	LIMITED	and Industry, PHD House, 4/2,	6th July,
	(Transferor Company	Siri Institutional Area, August	2019 at
	No.1)	Kranti Marg, New Delhi - 110016	11:00 a.m.
2.	SPECTRUM COAL	PHD Chamber of Commerce	Saturday,
	AND POWER LIMITED	and Industry, PHD House, 4/2,	6thJuly,
	(Transferor Company	Siri Institutional Area, August	2019 at
	No.2)	Kranti Marg, New Delhi - 110016	12:30 p.m.
3.	ACB (INDIA) LIMITED (Transferee Company)	PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi - 110016	Saturday, 6thJuly, 2019 at 02:00 p.m.

Copies of the said scheme of amalgamation and of the statement under section 230 of the Companies Act, 2013 can be obtained free of charge at the Registered office(s) of the respective companies as given herein below Persons entitled to attend and vote at the meeting, may vote in person o by proxy, provided that all proxies in the prescribed form are deposited at the registered offices of the respective companies not later than 48 hours before the meetings. The details of the registered offices of the companies are a

unuen	•					
S. No.	Name of the companies	Address of the companies				
1.	SV Power Private Limited (Transferor Company No.1)	Flat No. 18, SFS, First Floor Vasant Enclave, Rao Tula Ram Marg, New Delhi - 110057				
2.	Spectrum Coal and Power Limited (Transferor Company No.2)	18, Vasant Enclave, Rao Tula Ram Marg, New Delhi - 110057				
3.	ACB (India) Limited (Transferee Company)	C-102, LGF, New Multan Nagar, Surya Enclave, New Delhi- 110056				

Forms of proxy are available at the registered office of the respective

The Hon'bleTribunal has appointed Shri Sanjay Thakur, Advocate, as the Chairperson and failing him, Shri Sanjeev Singhal, Chartered Accountant, has been appointed as the Alternate Chairperson of the said meetings. Further, Shri Naveen Singhal, Chartered Accountant, is appointed as the Scrutinizer of the meetings. The above mentioned scheme of amalgamation f approved by the meeting of the unsecured creditors will be subject to the subsequent approval of the Hon'bleTribunal.

Date: 04th June. 2019 (Chairperson)



E-AUCTION SALE NOTICE UNDER SARFAESI ACT, 2002 E-Auction Sale Notice for Sale of Immovable Assets under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 read with proviso to Rule 8 (6) of the Security Interest (Enforcement) Rules, 2002.

APPENDIX-IV-A [See proviso to rule 8(6)] SALE NOTICE FOR SALE OF IMMOVABLE PROPERTIES

Notice is hereby given to the public in genral and particular to the Borrower(s)/Guarantor(s) that the below described immovable property mortgaged/charged to the Secured Creditor, the constructive possession of which has been taken by the Authorised Officer of Secured Creditor will be sold on "As is where is", "As is what is" and Whatever there is on 25.06.2019 for recovery below mentioned due to the Secured Creditor from Borrower(s)/Guarantor(s).

SI. No	Borrower Name & Address Total due + interest	Description of Property/ies	Date & Time of E-Auction	Reserve Price & EMD & Bid Increment Amount Last date/Time for Submitting the bid
1.	BRANCH: SME, BRANCH MEERUT 1. M/s Maruti Nandan Steels Pvt. Ltd. Office Village Siwaya Distt. Meerut. Borrower/Guarantors-1. Sh. Bhpendra Kumar Sharma S/o Sh. Roop Chand Sharma R/o 204, Siwaya Apartment, West Jyoti Nagar, Shahadara Delhi. 2. Sh. Mairaj S/o Sh. Jamaluddin 3. Sh. Irshad Ali S/o Sh. Jamaluddin Both R/o G-197, Dilshad Colony, Shahadara Delhi. 4. Ch. Jamaluddin S/o Sh. Ch. Hanif 5. Sh. Azad Ahmad S/o Sh. Jamaluddin Both, R/o G-197, Dilshad Colony, Shahadara Delhi. Due Amount.: Rs 17,97,27,000/- as on 30.05.2019 + Interest and other Expenses	Secured Assets M/s Maruti Nandan Steels Ltd. All part and Parcel of 1. Land Area 0.2000 Hectare Part of Khasra No. 273 situated Village Siwaya, Jamaullapur, Meerut. 2. Land Area 0.575 Hectare Part of Khasra No. 272, 273 & Area 0.025 Hectare Part of Khasra No.274, situated at Village Siwaya, Jamaull -apur, Meerut.	Date: 25.06.2019 Time: 11:00 AM to 01: 00 PM. (with auto extension of five minutes each till sale is completed)	Reserve Price : Rs. 2,43,00,000/- EMD Price : Rs. 24,30,000 Bid Increment Amt. : Rs. 50,000/- Date: 24.06.2019 Time: upto 4:00 PM Inspection Date & Time of the Property: 24.06.2019 Time 11:00 AM to 2: 00 PM.
2.	BRANCH: SME, BRANCH MEERUT 1. M/s Antriksh Builders and Developers Pvt. Ltd. 2. M/s Rishabh Heights Pvt. Ltd. Partners/Sureties: 1. Sh. Sanjeev Mittal A-5, Rajkamal Enclave, Delhi Road, Meerut. 2. Smt. Seema Mittal W/o Sanjeev Mittal, A-5, Rajkamal Enclave, Delhi Road, Meerut. Due Amount.: Rs 69,020,775.86 as on 30.05.2019 + Interest and other Expenses	Situated at Khasra No. 41,44,46, Village Mohammadpur Goomi, Tehsil & Distt. Meerut, Area of Land 2.0160 Hectare. Description of Adjoining Properties North: Land of Sidhi Vinayak Builders and developers, South: Proposed Land, East: Land of Sidhi Vinayak, West: Land of Sidhi Vinayak	Date: 25.06.2019 Time: 11:00 AM to 01: 00 PM. (with auto extension of five minutes each till sale is completed)	Time 11:00 AM to 2: 00 PM.
3.	BRANCH: SME, BRANCH MEERUT M/s Mehar Enterprises, B 1, 190/1, Shankar Nagar, Village Kunda, Station Road, Near Partapur, Meerut. Proprietor: Mr. Ved Prakash S/o. Mr. Ram Niwas, B-1015, Sainik Vihar, Kankerkhera, Meerut (U.P.) Due Amount.: Rs 70,18,233.18 as on 30.05.2019 + Interest and other Expenses	Situated at Commercial Building Part of Plot No. B-01, Part of Khasra No. 190/1, Village Kunda, Shankar Nagar, Station Road, Near Partapur Railway Station, Meerut.	Date: 25.06.2019 Time: 11:00 AM to 01: 00 PM. (with auto extension of five minutes each till sale is completed)	

Terms & Conditions: 1. The EMD shall be deposited through RTGS/NEFT/Fund Transfer to the credit of A/c No. 88383020000020, Syndicate Bank, SME Branch, Meerut IFSC Code: SYNB0008838 before submitting bids. EMD can also be paid by way of Pay order/Demand Draft in favour of Syndicate Bank payable at MEERUT. 2. The intending bidders should submit the duly filled Bid form (format available in the mentioned website) along with the DD/PO/quoting the UTR no. of NEFT/RTGS remittance towards EMD in a sealed cover addressed to the Authorised Officer, Syndicate Bank Branch, Near Bhawanipuram, Near Jail Chungi, Chauraha, Meerut so as to reach the same before 24.06.2019 before 4.09 PM. The sealed cover should be super scribed with "Bid for participating in E Auction Sale - in the A/c of "Borrower name Mentioned above of SI. No. 1 to SI.No. 3" 3. Bidders are advised to visit the website https://syndicatebank.auctiontiger.net and Contact for details: Service Provider M/s e-procurement Technologies Ltd. (Auction Tiger), A -201/208, Wall Street 2, Opp. Orient Club, Near Gujrat College, Elis Bridge Ahmedabad-380006 (Gujarat) Contact Person: Mr. Ram Sharma: 8000023297, Land Line No:079-40230821/822/823/824/825/826/827, Toll Free No:18001035342, <u>Email id : up@auctiontiger.net</u> Contact Person. Wr. Ram sharma: Soutus 257, Land Line No: 0/9-402302/1622/623/624/625/626/627, Toll Free No: 1600 1035342, Email 10: upgatctiontiger.net, reamprasad@auctiontiger.net, reamprasad@auctiontiger.net, for detailed e- auction notice wherein all the terms and conditions of E-Auction sale are furnished. Bidders may also visit the website of service provider or contact them as per the details given above for any clarifications/queries.4. Intending bidders shall hold an active email address and PAN number. 5. The undersigned has the absolute right and discretion to accept or reject any bid or postpone/cancel the sale or modify any terms and conditions of the sale without any prior notice and assigning any reason. 6. The sale shall be subject to the terms and conditions prescribed in the Act, Rules and the conditions prescribed in the Act, Rules and the conditions prescribed in the detailed terms and conditions published in the website. 7. For further details contact the Authorised Officer Syndicate Bank, SME Branch, Meerut. Mob.: 9412784371, 9412782522, 8. Please treat this also as a notice under rule 8(6) of the Security Interest (Enforcement) ules 2002 to the borrower/s and guarantor/s/ mortgagor/s of the secured debt mentioned above regarding holding the said sale on the above mentioned date and time if thei outstanding dues mentioned above are not paid in fu The interested bidders are requested to visit the Website https://syndicatebank.auctiontiger.net for detailed terms and conditions of the auction sale which ma

Sd/- Authorized officer, SyndicateBank Date - 04.06.2019 Place - Meerut

TRIVENI ENGINEERING & INDUSTRIES LIMITED

CIN: L15421UP1932PLC022174

Registered Office: Deoband, District Saharanpur, Uttar Pradesh-247554 Corporate Office: 8th Floor, Express Trade Towers, Plot No.15-16, Sector-16A, Noida 201301, Uttar Pradesh Tel. No.: +91 120 4308000, Fax No.: +91 120 4311010

E-mail: shares@trivenigroup.com | Website: www.trivenigroup.com | Company Secretary: Mrs. Geeta Bhalla

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF **EQUITY SHARES OF TRIVENI ENGINEERING & INDUSTRIES LIMITED IN CONNECTION WITH THE BUYBACK** OF EQUITY SHARES THROUGH THE TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES), REGULATIONS, 2018

This Public Announcement ("Public Announcement") is being made in relation to the Buyback (as defined hereinafter) of Equity Shares (as defined hereinafter) of Triveni Engineering & Industries Limited through the tender offer process, pursuant to Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments from time to time ("SEBI Buyback Regulations") and contains the disclosures as specified in Schedule II to the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations

OFFER FOR BUYBACK OF NOT EXCEEDING 1.00.00.000 (ONE CRORE ONLY) FULLY PAID UP EQUITY SHARES OF FACE VALUE OF INR 1 EACH (INDIAN RUPEE ONE ONLY) ("EQUITY SHARES") AT A PRICE OF INR 100 (INDIAN RUPEES ONE HUNDRED ONLY) PER FULLY PAID UP EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS

1. DETAILS OF THE BUYBACK AND BUYBACK PRICE

- 1.1 Pursuant to the resolution passed by the board of directors of Triveni Engineering & Industries Limited (the "Company") (the board of directors of the Company are hereinafter referred to as the "Board" or the "Board of Directors") on June 3, 2019 ("Board Resolution"), the Company hereby announces the buyback of not exceeding 1,00,00,000 (One Crore Only) Equity Shares from the equity shareholders / beneficial owners of Equity Shares as on Wednesday, June 19, 2019 (the "Record Date") (for further details in relation to the Record Date, refer to Paragraph 8 of this Public Announcement), on a proportionate basis, through the "tender offer" process, in accordance with Article 4 of the Articles of Association of the Company, Sections 68, 69 and 70, and other applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof (the "Companies Act") and applicable rules thereunder including the Companies (Share Capital and Debentures) Rules, 2014, as amended, the SEBI Buyback Regulations, at a price of INR 100 (Indian Rupees One Hundred only) per Equity Share ("Buyback Offer Price"), payable in cash, for an aggregate maximum amount not exceeding INR 100,00,00,000 (Indian Rupees One Hundred Crore only) (the "Buyback Offer Size") (the process being referred hereinafter as the "Buyback"). The Buyback Offer Size and the Buyback Offer Price do not include any expenses incurred or to be incurred for the Buyback viz., brokerage, costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, printing and dispatch expenses and other incidental and related expenses and charges ("Transaction Costs"). The Buyback Offer Size represents 9.71% and 9.15% of the aggregate of the Company's paid-up capital and free reserves (including securities premium) as per the audited financials of the Company as on March 31, 2019 on a standalone and consolidated basis respectively
- 1.2 The Buyback is in accordance with the provisions of Companies Act, Article 4 of the Articles of Association of the Company and subject to the provisions of the SEBI Buyback Regulations, and such other approvals, permissions as may be required from time to time from BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE"), (BSE and NSE are hereinafter together referred to as the "Stock Exchanges") where the Equity Shares of the Company are listed and from any other statutory and/or regulatory authority, as may be required and which may be agreed to by the Board and/or any committee thereof. The Buyback would be undertaken in accordance with circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, issued by the Securities and Exchange Board of India ("SEBI"), which prescribes mechanism for acquisition of shares through stock exchange. In this regard, the Company will request BSE to provide the acquisition window
- 1.3 In accordance with the provisions of the Companies Act and the SEBI Buyback Regulations, the Buyback Size of INR 100.00.00.000 (Indian Rupees One Hundred Crore only) excluding Transaction Costs, represents 9.71% and 9.15% of the aggregate of the Company's paid-up capital and free reserves as per the audited financials of the Company as on March 31, 2019 on a standalone and consolidated basis respectively, and it does not exceed 10% of the aggregate of the fully paid up share capital and free reserves of the Company as on March 31, 2019. Further, under the Companies Act, the number of equity shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity share capital of a company in that financial year. Since the Company proposes to Buyback not exceeding 1,00,00,000 (One Crore Only) Equity Shares representing 3.88% of the total number of Equity Shares in the total paid up equity share capital of the Company as at March 31, 2019, the same is within the aforesaid 25% limit
- 1.4 The Buyback Offer Price has been arrived at after considering various factors including, but not limited to trends in the volume weighted average prices of the Equity Shares on the Stock Exchanges, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share. The Buyback Price represents premium of 62.91% and 62.81% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the three months preceding May 21, 2019, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback and premium of 47.06% and 47.17% over the closing price of the Equity Shares on BSE and NSE, respectively, as on May 21, 2019, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback. The basic earnings per Equity Share of the Company pre-Buyback as on March 31, 2019, considering the number of Equity Shares outstanding as on March 31, 2019 is INR 8.55 and INR 8.39 on a standalone and consolidated basis respectively, which will increase to INR 8.90 and INR 8.73 on a standalone and consolidated basis respectively, post Buyback assuming full acceptance of the Buyback. The return on net worth of the Company pre-Buyback as on March 31, 2019 is 23.42% and 21.48% on a standalone and consolidated basis respectively, which will increase to 24.73% and 22.60% on a standalone and consolidated basis respectively, post Buyback assuming full acceptance of the
- 1.5 A copy of this Public Announcement is available on the Company's website i.e., www.trivenigroup com, and is expected to be made available on the website of SEBI i.e., www.sebi.gov.in and on the websites of Stock Exchanges, i.e., www.bseindia.com and www.nseindia.com during the period of the Buyback

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The Buyback is being proposed by the Company to return surplus funds to the equity shareholder/ beneficial owner of the Equity Shares ("Equity Shareholders"), which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, efficient and cost-effective manner. Additionally, the Company's management strives to increase the Equity Shareholders' value and the Buyback would result in the following benefits, amongst other things:

- The Buyback will improve the Earnings Per Share (EPS), Return on Capital Employed (ROCE) and Return on Equity (ROE):
- The Buyback will help in achieving an optimal capital structure;
- The Buyback will help the Company to distribute surplus cash to the Equity Shareholders broadly in proportion to their shareholding, thereby, enhancing their overall return
- The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of shares as per the entitlement of the shareholders or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations:
- The Buyback gives an option to the Equity Shareholders to either (i) choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback or (ii) choose to not participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend Buyback not exceeding 1,00,00,000 (One Crore Only) Equity Shares representing 3.88% of the total paid-up equity capital of the Company at price of INR 100 (Indian Rupees One Hundred only) per Equity Share, payable in cash, for an aggregate maximum amount not exceeding INR 100,00,00,000 (Indian Rupees One Hundred Crore only) excluding any expenses incurred or to be incurred for the Buyback, which represents 9.71% and 9.15% of the aggregate of the Company's paid-up capital and free reserves (including securities premium) as per the audited financials of the Company as on March 31, 2019 on a standalone and consolidated basis

3. DETAILS OF PROMOTERS SHAREHOLDING AND OTHER DETAILS

3.1 The aggregate shareholding in our Company of the (i) promoters; (ii) members of the promoter group; and (iii) persons who are in control of the Company, as on the date of the Board Meeting i.e., June 3, 2019 and the date of this Public Announcement i.e., June 4, 2019 is as follows:

Sr. No	Name of Shareholder	No. of Equity Shares held	Percentage of paid-up equity share capital
1.	STFL Trading and Finance Private Limited	8,26,96,056	32.06%
2.	Mr. Dhruv Manmohan Sawhney	4,01,30,756	15.56%
3.	Mr. Nikhil Sawhney	1,52,77,653	5.92%
4.	Mr. Tarun Sawhney	1,46,95,375	5.70%
5.	Mrs. Rati Sawhney	1,86,19,164	7.22%
6.	M/s Manmohan Sawhney (HUF)	45,13,225	1.75%
7.	Mrs. Tarana Sawhney	25,000	0.01%
	Total	17,59,57,229	68.21%

3.2 Apart from the individuals covered under Point 3.1 above, shareholding of the directors of the Company ("Directors"), the key managerial personnel of the Company ("KMPs") and the directors of promoters and members of the promoter group, where such promoter or promoter group entity is a company, as on the date of this Public Announcement i.e., June 4, 2019 is as follows:

Sr. No.	Name of shareholder	Designation	No. of Equity Shares held	Percentage of paid-up equity share capital
1.	Mr. Shekhar Datta	Non-Executive Independent Director	10,000	Negligible
2.	Mr. Suresh Taneja	Group CFO	14,000	Negligible
3.	Mr. S.S. Walia	Director of STFL Trading & Finance Private Limited.	17,550	Negligible

Apart from the above, none of the other Directors or KMPs and the directors of promoters and members of the promoter group, where such promoter or promoter group entity is a company, hold any Equity Shares in the Company

3.3 No Equity Shares or other specified securities in the Company were either purchased or sold 4. NO DEFAULTS (either through the Stock Exchanges or off market transactions) by any of the (i) promoters; (ii) members of the promoter group (iii) directors of the promoter and promoter group, where such promoter or promoter group entity is a Company and of persons who are in control of the Company during a period of six months preceding the date of the Board Resolution, i.e. June 3, 2019, and from the date of the Board Resolution till the date of this Public Announcement, except the following:

Name	Aggregate No. of Shares Purchased/ Sold	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price (₹)	Date of Minimum Price
Mr. Dhruv M. Sawhney	17,39,000	Purchase (Inter-se transfer amongst promoters)	57.60	08-03-2019	57.60	08-03- 2019
Mrs. Rati Sawhney	17,39,000	Sale (Inter-se transfer amongst promoters)	57.60	08-03-2019	57.60	08-03- 2019

3.4 Intention of promoter and members of the promoter group to participate in the Buyback

The promoters and members of promoter group, being persons in control of the Company, have expressed their intention to participate in the Buyback and they may tender up to a maximum number of Equity Shares as detailed below or such lower number of Equity Shares as permitted

	under applicable law.	
Sr.	Name of Shareholder	Maximum Number of Equity Shares which
No.		may be tendered
1.	STFL Trading and Finance Private Limited	5,07,56,000
2.	Mr. Dhruv Manmohan Sawhney	2,26,94,000
3.	Mr. Nikhil Sawhney	79,02,000
4.	Mr. Tarun Sawhney	76,01,000
5.	Mrs. Rati Sawhney	96,30,000
6.	M/s Manmohan Sawhney (HUF)	23,35,000
7.	Mrs. Tarana Sawhney	13,000
	Total	10,09,31,000
		6.1 = 1. = 1

Sr.	Date of	No. of Equity	Nominal	Natura of Transcration		Cumulativ
No.	Transaction	Shares	Value (Rs.)	Nature of Transaction	Value (Rs.)	No. of Shares
1	Ononing as on	4 92 122		anmohan Sawhney Through purchases /	1 20 22 061 12	4 92 12
1	Opening as on 01-04-2003*1	4,83,122	10	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 Rs.10/- to Re.1/-	_	97,71,22
5	14-06-2005	53,14,638	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 sale	1,23,901,150.00	3,67,14,64
8	18-09-2009	(5,90,000)	1	Open Market / Inter-se	6,36,88,349.00	3,61,24,64
10	14-12-2011	19,08,111	1	transfer amongst promoters Inter-se transfer amongst	2,64,27,337.35	3,80,32,75
11	30-12-2011	3,59,000	1	promoters Inter-se transfer amongst	45,59,300.00	3,83,91,75
				promoters		
12	20-03-2019	17,39,000	1	Inter-se transfer amongst promoters	10,01,66,400.00	4,01,30,75
um	ulative Sharehold	ding	Pa	iti Sawhney		4,01,30,75
1	Opening as on	1,41,759	10	Through purchases /	63,86,555.96	1,41,75
2	01-04-2003*1 18-08-2004	20,448	10	allotments By way of gift	_	1,62,20
3	18-08-2004	5,54,000	10	Inter-se transfer amongst	2,42,65,200.00	7,16,20
4	06-09-2004	90,000	10	promoters Inter-se transfer amongst	39,42,000.00	8,06,20
		,		promoters		
5 6	16-02-2005 17-06-2005	1,20,93,105	1	Split from Rs.10/- to Re.1/- Bonus shares		80,62,07 2,01,55,17
7	21-09-2007 to 27-09-2007	(18,75,000)	1	Open Market sale	23,12,90,445.00	1,82,80,17
8	21-11-2008 to	14,91,535	1	Open Market purchase	5,23,98,013.00	1,97,71,71
9	26-11-2008 28-11-2008 to	1,66,678	1	Open Market purchase	61,14,518.00	1,99,38,38
10	02-12-2008 04-12-2008 to	2,56,521	1	Open Market purchase		2,01,94,90
	08-12-2008	, ,		· ·	1,01,02,873.83	
11	18-06-2010	(13,69,995)	1	Inter-se transfer amongst promoters	13,53,10,369.00	1,88,24,91
13	14-12-2011	12,44,250	1	Inter-se transfer amongst promoters	1,72,32,862.50	2,00,69,16
14	30-12-2011	2,89,000	1	Inter-se transfer amongst	36,70,300.00	2,03,58,16
15	20-03-2019	(17,39,000)	1	promoters Inter-se transfer amongst	10,01,66,400.00	1,86,19,16
շստ	ulative Sharehold	ding		promoters		1,86,19,16
				un Sawhney		
1	Opening as on 01-04-2003*1	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	52,56,000.00	5,75,67
4	06-09-2004	70,000	10	promoters Inter-se transfer amongst	30,66,000.00	6,45,67
		. 5,530		promoters		
5 6	16-02-2005 17-06-2005	96,85,065	1	Split from Rs.10/- to Re.1/- Bonus Shares		64,56,71 1,61,41,77
7	21-09-2007 to	(18,75,000)	1	Open Market sale	23,16,68,750.00	1,42,66,77
8	27-09-2007 01-12-2011 to	2,24,404	1	Open Market purchase	32,04,141.19	1,44,91,17
9	02-12-2011 05-03-2012	1,00,000	1	Open Market purchase	19,03,000.00	1,45,91,17
10	13-09-2012 to	1,00,000	1	Open Market purchase	19,03,000.00	
)um	14-09-2012 ulative Sharehold	ding				1,46,95,37
				hil Sawhney		
1	Opening as on 01-04-2003*1	4,82,106		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 Rs.10/- to Re.1/-		63,21,06
5 6	17-06-2005 21-09-2007 to	94,81,590		Bonus shares Open Market sale	0.00 12,39,32,547.00	
7	27-09-2007 21-11-2008 to	2,68,907		Open Market purchase	94,12,001.66	1,50,71,55
	26-11-2008					
8	01-12-201 to 02-12-2011	2,06,096	1	Open Market purchase	29,48,372.65	
um	ulative Sharehold	ding	Manne	aan Sawhnov DUF		1,52,77,65
1	Opening as on	97,169	10	nan Sawhney HUF Through purchases /	40,25,898.88	97,16
2	01-04-2003*1 06-09-2004	50,000		allotments Inter-se transfer amongst	21,90,000.00	1,47,16
				promoters	_1,50,000.00	
3 4	16-02-2005 17-06-2005	22,07,535		Split from Rs.10/- to Re.1/- Bonus shares		14,71,69 36,79,22
5	30-11-2011	3,34,000	1	Inter-se transfer amongst	42,41,800.00	40,13,22
				promoters		

I Since specific details of acquisition/sale of equity shares are not available prior to 1.4.2003 accordingly aggregate shareholding as on 1.4.2003 is provided

30-11-2011

Cumulative Shareholding

Cumulative Shareholding

Cumulative Shareholding

1 4-8-2009

1 26-12-2017

5,00,000

25.000

8,26,96,056

1

1

1

Scheme of Arrangement between Subhadra Trade & Finance Limited and Verve Professional Services $Private\ Limited\ (Name\ changed\ to\ STFL\ Trading\ \&\ Finance\ Private\ Limited)\ \&\ their\ respective\ shareholders$ and creditors approved by the Honourable NCLT at Allahabad pursuant to its order dated 20-09-2017.

Tarana Sawhney

STFL Trading & Finance Limited

Inter-se transfer amongst

Open Market purchase

Acquisition pursuant to

Scheme of Arrangement*2

There are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

CONFIRMATION BY THE BOARD OF DIRECTORS

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion

- that immediately following the date of the Board Resolution (i.e. June 3, 2019), there will be no grounds on which the Company can be found unable to pay its debts.
- that as regards the Company's prospects for the year immediately following the date of the Board Resolution and having regard to the Board's intention 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 view be available to the Company during that year, the Company will be able to meet 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 resolution
- in forming their opinion for the above purposes, the Board has taken into account the liabilities as if the company were being wound up under the provisions of the Companies Act, 1956 or Companies Act or the Insolvency and Bankruptcy Code, 2016 (each as amended) (including prospective and contingent liabilities).

REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated June 3, 2019 received from M/s. S.S. Kothari Mehta & Co., Chartered Accountants, the statutory auditor of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote:

The Board of Directors

Triveni Engineering & Industries Limited

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

- 1. This report is issued in accordance with the terms of our engagement dated June 3, 2019
- 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 proposed 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 March 31, 2019 ('the Statement') pursuant to the proposed buyback of equity shares approved by the board of directors of the Company ("Board of Directors") at their meeting held on June 3, 2019, in accordance with the provisions of sections 68, 69 and 70 of the Act and the SEBI Buyback Regulations. The Statement contains the computation of amount of permissible capital payment towards buy-back of equity shares in accordance with the requirements of section 68(2) of the Act, Regulation 4(i) & 5(i)(b) of the SEBI Buyback Regulations and based on the latest audited standalone and consolidated financial statements for the year ended March 31, 2019 We have initialed the Statement for identification purposes only.

Management's Responsibility:

- The preparation of the Statement in accordance with Section 68 (2) of the Act and in compliance of the SEBI Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of the internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting and will not be rendered insolvent within a period of one year from the date of the Board meeting at which the proposal for buyback was approved by the Board of Directors of the Company and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016, Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of the section 68 (6) of the Act and the SEBI Buy-back Regulations

Auditor's Responsibility:

- Pursuant to the requirement of the SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance that:
 - i) the amount of capital payment for the buy back, as stated in Annexure A has been determined considering the Audited Financial Statements for the year ended March 31, 2019, and is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Regulation 4(i) & 5(i)(b) of the SEBI Buyback Regulations:
 - ii) the Board of Directors in their meeting held on June 3, 2019 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.
- 7. A reasonable 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 procedures:
 - i) Examined authorisation for buy back from the Articles of Association of the Com
 - ii) Examined that the amount of capital payment for the buy-back as detailed in the Statement is within the permissible limit computed in accordance with section 68(2) of the Act and Regulation 4(i) & 5(i)(b) of the SEBI Buyback Regulations; Examined that the ratio of the secured and unsecured debt owed by the Company is not more
 - than twice the paid-up capital and its free reserves after such buy-back:
 - Examined that all the shares for buy-back are fully paid-up;
- Inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended March 31, 2019;
- Agreed the balance of the Statement of Profit and Loss, Securities Premium Account and General eserve as at March 31, 2019 as disclosed in the Statement with the audited financial state
- vii) Examined resolutions passed in the meetings of the Board of Directors. We have not carried out any procedures as regards to the projections approved by the Board of Directors and accordingly do not certify the same;
- viii) Inquired if the Board of Directors of the Company, in its meeting held on June 3, 2019, has formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buy-back Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be $rendered\ in solvent\ within\ a\ period\ of\ one\ year\ from\ the\ aforesaid\ date\ of\ the\ board\ meeting\ and$ the date on which the results of the shareholders' resolution with regard to the proposed buyback will be declared:
- ix) Examined minutes of the meetings of the Board of Directors;
- Obtained Directors' declarations for the purpose of buy-back and solvency of the Company; and xi) Obtained appropriate representations from the management of the Company
- 8. The audited financial statements, referred to in paragraph 6 and 7 above, have been audited by us, on which we have issued unmodified audit opinion vide our report dated May 21, 2019. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the 'ICAI'). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that maybe of potential interest to third parties.
- 9. 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.
- 10. We have complied 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.

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- 11. Based on our examination as stated above and the representation, information and explanations given to us, we report that:
 - (a) we have inquired into the state of affairs of the Company in relation to audited standalone and consolidated financials for the year ended March 31, 2019;
 - (b) the amount of the permissible capital payment towards the proposed buy-back of equity shares as computed in the accompanying Statement, has been determined in accordance with the requirements of section 68(2) of the Act and Regulation 4(i) & 5(i)(b) of the SEBI Buy-back Regulations based on the audited financial statements for the year ended March 31, 2019;
 - (c) the Board of Directors, in their meeting held on June 3, 2019, have formed the opinion, as specified in clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date of the meeting of the Board of Directors; 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

Restriction on use:

12. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the provisions of section 68 and other applicable provisions of the Act read with rule 17 of the Companies (Share Capital and Debentures) Rules, 2014 (as amended) and the SEBI Buyback Regulations, pursuant to the proposed buyback of equity shares. Our obligations in respect of this report are entirely separate, and our responsibility and liability is in no way changed by, any other role we may have as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company

(Continued on next page...)

(Continued from previous page...)

This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and to include this report, pursuant to the requirements of the SEBI Buy-back Regulations, (a) public announcement to be made to the shareholders of the Company, (b) in the draft letter of offer and the letter of offer to be filed with the Registrar of Companies, Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited, as required by the SEBI Buyback Regulations, the Central Depository Services (India) Limited, National Securities Depository Limited, as applicable and (c) for providing to the manager to the buyback. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For S.S. Kothari Mehta & Company **Chartered Accountants** Firm's Registration Number: 000756N Yogesh K. Gupta

Partner Membership Number: 093214

Place: Noida (U.P.) Dated: June 03, 2019

Annexure A- Statement of permissible capital payment

Computation of amount of permissible capital payment for the buy-back of equity shares in accordance with Section 68 (2) of the Companies Act, 2013 and Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 based on audited standalone & consolidated Ind AS financial statements as at and for the year ended 31st March, 2019:

		(₹ in Lakhs)
Particulars	Standalone	Consolidated
A. Paid up equity capital as at 31st March 2019	2570.47	2570.47
(25,79,53,110 equity shares of Re. 1 each)	2579.47	2579.47
B. Free reserves*		
Securities premium	26546.93	26585.22
General reserve	49212.72	49919.43
Retained earnings	24669.57	30174.95
Total free reserves	100429.22	106679.60
Total paid up equity capital and free reserves (A+B)	103008.69	109259.07
Permissible capital payment towards buy back of equity shares in accordance with Section 68(2) of the Act and Regulation 4 and 5 of the SEBI Buyback Regulations (25% of the paid-up equity capital and free reserves)	25752.17	27314.77
Permissible capital payment towards buy back of equity shares in accordance with Section 68(2) of the Act and Regulation 5(i)(b) of the SEBI Buyback Regulations (10% of the paid-up equity capital and free reserves)	10300.87	10925.91

*considered as defined in section 2(43) of Companies Act. 2013 read with section 68 of the Companies Act, 2013, hence retained earnings are reduced to the extent of INR 424.16 Lakhs on account of fair value changes of certain assets & liabilities

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

Suresh Taneia **Group CFO** Place: Noida

Date: June 03, 2019

Unquote

7. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK Process

- 7.1 The Buyback is open to all eligible shareholders, i.e., the shareholders who on the Record Date were holding Equity Shares either in physical form ("Physical Shares") and the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form ("Demat Shares") (such shareholders are referred as the "Eligible Shareholders").
- 7.2 The Buyback will be implemented using the "Mechanism for acquisition of shares through Stock Exchange" issued by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and in accordance with the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board of Directors, or the committee constituted by the Board to exercise its powers in relation to the Buyback (such committee, the "Buyback Committee"), on such terms and conditions as may be permitted by law from time to time
- 7.3 For implementation of the Buyback, the Company has appointed HDFC Securities Limited as the registered broker to the Company (the "Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

I Think Techno Campus Building-B, "Alpha", Office Floor 8, Opp. Crompton Greaves Near Kanjurmarg Station Kanjurmarg (East), Mumbai 400 042 India

Tel.: +91 22 3075 3400, Fax: +91 22 22 3075 3435 E-mail: sharmila.kambli@hdfcsec.com

Contact Person: Ms. Sharmila Kambli

- 7.4 The Company shall request BSE to provide a separate window (the "Acquisition Window") to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. For the purpose of this Buyback, BSE would be the designated stock exchange ("Designated Stock Exchange"). The details of the Acquisition Window will be as specified by BSE from time to time. In the event Shareholder Broker(s) of Eligible Shareholder is not registered with BSE, then the Eligible Shareholders can approach any BSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE registered broker, Eligible Shareholders may approach Company's Broker i.e., HDFC Securities Limited to place their bids.
- 7.5 At the beginning of the tendering period, the order for buying Equity Shares will be placed by 8. the Company through Company's Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective stock brokers ("Shareholder Broker") during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders.
- 7.6 The reporting requirements for Non-Resident Shareholders under the Foreign Exchange Management Act, 1999 and any other rules, regulations, guidelines, for remittance of funds, shall

- be made by the Eligible Shareholder and/or the Shareholder Broker through which the Eligible Shareholder places the bid.
- 7.7 Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.
- 7.8 The cumulative quantity tendered shall be made available on the website of BSE (www.bseindia. com) throughout the trading session and will be updated at specific intervals during the tendering

7.9 Procedure to be followed by shareholders holding Demat Shares:

- (a) Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback.
- (b) The Shareholder Broker would be required to place an order/bid on behalf of the Eligible Shareholder who wishes to tender Demat Shares in the Buyback using the Acquisition Window of the BSE. Before placing the bid, the Eligible Shareholder would be required to transfer the tendered Demat Shares to the Indian Clearing Corporation Limited ("Clearing Corporation"), by using the early pay in mechanism prior to placing the bid by the Shareholder Broker. The details of the special account shall be informed in the issue opening circular that will be issued by the BSE or the Clearing Corporation
- Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("TRS") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares
- (d) In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Equity Shareholder shall be deemed to have been accepted, for the shareholders holding Equity Shares in demat form as on the Record Date.

7.10 Procedure to be followed by the shareholders holding Physical Shares:

- (a) As per the proviso to regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018), read with SEBI's press releases dated December 3, 2018, and March 27, 2019, effective from April 1, 2019, transfers of securities shall not be processed unless the securities are held in the dematerialized form with a depository ("LODR Amendment").
- (b) In light of the LODR Amendment, any of the Eligible Shareholders who are desirous of tendering their Equity Shares held in physical form can do so only after the shares are dematerialized. Such Eligible Shareholders are advised to approach the concerned depository participant to have their Equity Shares dematerialized
- (c) Eligible Shareholders who have dematerialized their physical shares post Record Date and propose to tender their Demat Shares in the Buyback may deliver the Tender Form duly signed (by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares, along with TRS generated by the stock exchange bidding system upon placing of a bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback.

7.11 METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

- (a) The Company will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Equity Shareholders will receive funds pay-out in their bank account from the Clearing
- (b) The Demat Shares bought back would be transferred directly to the demat account of the Company opened for the Buyback (the "Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.
- (c) The Eligible Shareholders of the Demat Shares will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Demat Shares, due to rejection or due to non-acceptance in the Buyback.
- (d) Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholder would be returned to them by the Clearing Corporation.
- (e) The settlements of fund obligation for Demat Shares shall be affected as per the SEBI circulars and as prescribed by BSE and Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by the Reserve Bank of India ("RBI")/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker for onward transfer to such
- In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such
- (g) The Shareholder Broker would issue a contract note to the Eligible Shareholders tendering Equity Shares in the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- (h) Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholders.
- The Equity Shares bought will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

RECORD DATE AND SHAREHOLDER ENTITLEMENT

- 8.1 As required under the SEBI Buyback Regulations, the Company has fixed Wednesday, June 19, For and on behalf of the Board of Directors of Triveni Engineering & Industries Limited 2019 as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders.
- The Equity Shares to be bought back, as part of the Buyback is divided in to two cates (a) reserved category for Small Shareholders (defined under Regulation 2(i)(n) of the SEBI
- Buyback Regulations as a shareholder, who holds shares or other specified securities whose market value, on the basis of closing price on the recognized stock exchange in which the Date: June 4, 2019

- highest trading volume, as on record date, is not more than INR 2,00,000 (Rupees two lakhs only); and
- (b) the general category for all other shareholders.
- 8.3 The reserved category for Small Shareholders shall be 15% of the number of Equity Shares which the Company proposes to Buyback, or number of Equity Shares entitled as per shareholding of Small Shareholders, whichever is higher.
- 8.4 Based on the shareholding as on the Record Date, the Company will determine the entitlement of each shareholder to tender their Equity Shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs.
- 8.5 In order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios do not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and the Buyback Entitlement. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all ioint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body – broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.
- 8.6 The Eligible Shareholders participation in the Buyback will be voluntary. The Eligible Shareholders can choose to participate, in full or in part, and get cash in lieu of Equity Shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their $percentage\ shareholding,\ post\ Buyback,\ without\ additional\ investment.\ The\ Eligible\ Shareholders$ may also tender a part of their entitlement. The Eligible Shareholders also have the option of tendering additional Equity Shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any,
- 8.7 The maximum tender under the Buyback by any shareholder cannot exceed the number of Equity Shares held by the shareholders as on the Record Date.
- 8.8 The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback
- 8.9 Detailed instructions for participation in the Buyback (tendering of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Eligible shareholders as on Record Date.

COMPANY SECRETARY & COMPLIANCE OFFICER

Mrs. Geeta Bhalla

Group Vice President, Company Secretary & Compliance Officer

8th Floor, Express Trade Towers, Plot No.15-16, Sector-16 Noida-201 301, Uttar Pradesh, India

Tel. No.: +91 120 4308 000, **Fax No.:** +91 120 4311 010

Email: shares@trivenigroup.com, Website: www.trivenigroup.com

Investors may contact the Company Secretary for any clarification or to address their grievances, if any, during office hours i.e. 10:30 a.m. to 5:30 p.m. on any day, except Sunday and public holidays 10. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may contact the Registrar to the Buyback on any day, except

Saturday, Sunday and public holidays between 10:00 a.m. and 4:00 p.m. at the following address:

KARVYIII FINTECH

Karvy Fintech Private Limited

Karvy Selenium Tower B Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Hyderabad Rangareddi, Telangana 500 032, India

Tel: +91 40 6716 2222. Fax: +91 40 2343 1551 E-mail: teil.buvback@karvv.com

Investor Grievance Id: einward.ris@karvy.com

Contact Person: Mr. M. Murali Krishna SEBI Registration No.: INR000000221

11. MANAGER TO THE BUYBACK

HDFC BANK

HDFC Bank Limited

Peninsula Business Park, 'B' Wing, 4th Floor, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 Tel: +91 22 3395 8233, Fax: +91 22 3078 8584

E-mail: teil.buyback@hdfcbank.com Contact Person: Mr. Ankit Bhatia / Mr. Ravi Sharma

SEBI Registration No.: INM000011252

12. DIRECTORS RESPONSIBILITY

 $As per \, Regulation \, 24 (i) (a) \, of the \, SEBI \, Buyback \, Regulations, the \, Board \, of \, Directors \, accepts \, responsibility$ for the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc. which may be issued in relation to the Buyback and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.

Mr. Dhruv Manmohan Sawhney Mr. Tarun Sawhney

Chairman & DIN: 00102999

Place: Noida

Vice Chairman & DIN: 00382878

Mrs. Geeta Bhalla Group Vice President & M. No.: A9475

further period of 2 years)

PUBLIC NOTICE

(In accordance with paragraph 67 of the RBI Master Directions - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016)

Avanse Financial Services Limited (CIN: U67120MH1992PLC068060), is a non-deposit taking non-banking financial company registered with Reserve Bank of India ("RBI") under certificate of registration no. B-13.01704 and having its registered office address at 001 & 002 Fulcrum, A Wing, Ground Floor, Sahar Road, Next to Hyatt Regency, Andheri (East), Mumbai – 400099, Maharashtra, India ("Company").

Certain shareholders of the Company namely Wadhawan Global Capital Limited (CIN: U67110MH2010PLC204063). Dewan Housing Finance Corporation Limited (CIN: L65910MH1984PLC032639), Wadhawan Holdings Private Limited (CIN: U74999MH2002PTC135601), Infill Retail Ventures Private Limited (CIN: U74140MH2005PTC157245), Wadhawan Consolidated Holdings Private Limited (CIN: U65990MH1984PTC033926), Mr. Dheeraj Wadhawan, Mr. Kapil Wadhawan, Mr. P.K. Kumar, Mr. Vijay Tambe, Mr. Mohit Chaturvedi and Mr. Prahlad Kulkarni (collectively referred to as "Sellers") intend to sell their entire equity shareholding in the Company to Olive Vine Investment Ltd ("Acquirer"). As on date, the Sellers collectively hold 80% (Eighty Percent) of the paid up equity share capital of the Company and have appointed 2 (Two) nominee directors on the Board of Directors of the Company ("Seller Directors").

Proposed Transaction

On March 16, 2019, the Sellers and the Company had entered into a share purchase agreement with the Acquirer for the sale of the entire equity shareholding of the Sellers in the Company to the Acquirer, subject to approval of the RBI. Pursuant to the sale of shareholding by the Sellers, (i) the Acquirer will own 80% (Eighty Percent) of the paid up equity share capital of the Company, (ii) the Seller Directors will resign as the directors on the Board of the Company, and (iii) the Acquirer will appoint its nominees as directors on the Board of the Company ("Proposed Transaction"). By way of letters dated May 29, 2019 (Ref. no. DNBS.MRO.CMD.No. 1873/13.01.142/2018-19) and May 31, 2019 (Ref. no. DNBS.MRO.CMD.No. 1877/13.01.142/2018-19), the RBI has granted its approval for the Proposed Transaction.

Details of the Acquirer and Reason for the transfer of ownership/control

The Acquirer is a company incorporated under the laws of Mauritius having its registered office at c/o SGG Corporate Services (Mauritius) Limited, 33, Edith Cavell Street, Port Louis 11324, Mauritius. The principal activity of the Acquirer is that of investment holding. The Acquirer is an affiliate of certain private equity funds managed by Warburg Pincus LLC, a New York limited liability company.

The Company is one of the largest non-banking financial companies in the education space, both in terms of assets under management and distribution network. The Sellers intend to enter into the Proposed Transaction to enable them to meet their respective liquidity demands. The Acquirer considers the Proposed Transaction as a great opportunity to expand its investments in financial services sector in India and believes that the association of the Acquirer with the Company will help the Company to strengthen its financial position and growth prospects.

Any clarifications or queries may be addressed to Mr. Harsh Bajpai, Compliance Officer of the Company at compliance@avanse.com within 30 (thirty) days from the date of this notice.

This Notice is being jointly issued by the Sellers, Acquirer and the Company for the Proposed Transaction (defined

Dated this 5th day of June, 2019. Place: Mumbai

एमआरपीएल गरत सरकार का उपक्रम एवं ओएनजीसी की सहायक कंपर्न मंगलूर रिफाइनरी एण्ड पेट्रोकेमिकल्स लिमिटेड MRPL CÎN No. : L23209KA1988G01008959 ई- सार्वजनिक निविदा सूचना निविदा सं. /कार्य का नाम निविदा अवधि . 3300006617 : शटडाउन के निविदा फार्म की बिक्री दौरान HCU-2 में स्प्लिटर कॉलम 04.06.2019 से 03.07.2019. 15.00 बजे तक पूर्व निविदा बैठक : 14.06.2019, 10.00 बजे शीर्ष भाग में प्रतिस्थापन और सामग्री विभाग के सम्मेलन कक्ष में। कॉलम के मरम्मत हेतु निविदा। निविदा जमा करने की अंतिम तिथि : 03.07.2019. 15.00 बजे तक निविदा खुलने की तिथि : 03.07.2019, 15.30 बजे विस्तृत जानकरी के लिए वेबसाइट: www.mrpl.co.in या www.tenderwizard.com के खुली निविद लिंक को लॉगऑन करें। सभी संशोधन/परिशिष्ट/ शुद्धिपत्र समय विस्तार, स्पष्टीकरण आदि केवल उपर्युक्त वेबसाईट्स में अपलोड़ किए जाएंगे और समाचार पत्रों में प्रकाशित नहीं किए जाएंगे । संभावित बोलीदाताओं को उपरोक्त वेबसाइट मे अपलोड की गई नवीनतम जानकारी / निर्देशों से स्वयं को अद्यतन रखने और अपनी बोलियां जमा करने के लिए उपरोत्त

Form No. INC-25A

आईए, हम एक साथ मिलकर स्वच्छ भारत का निर्माण करें।

dvertisement to be published in the newspaper for conversion of public company into a private company

Before the Regional Director, Ministry of Corporate Affairs, Northern Region the matter of the Companies Act, 2013, section 14 of Companies Act, 2013 and rule 41 of the Companies (Incorporation) Rules, 2014 AND

n the matter of M/s Doogar and Associates Ltd. having its registered office a 13, Community Centre, East of Kailash, New Delhi - 110065, ----Applican Notice is hereby given to the general public that the company intending to make ar application to the Central Government under section 14 of the Companies Act, 2013 read with aforesaid rules and is desirous of converting into a private limited company in terms of the special resolution passed at the Extra Ordinary General Meeting held on May 13 2019 to enable the company to give effect for such conversion.

Any person whose interest is likely to be affected by the proposed change/status of the company may deliver or cause to be delivered or send by registered post of his objections supported by an affidavit stating the nature of his interest and grounds of opposition to the concerned Regional Director at B-2 Wing, 2nd Floor, Paryavaran Bhawan, CGC Complex, New Delhi - 110003, within fourteen days from the date of publication of this notice with a copy to the applicant company at its registered office at the address nentioned below:

Date: 04 06 2019

Place: New Delh

For and on behalf of the Applican Mahendra Doogar Kuma Directo DIN No. 00319034

Address - B 515, Sarita Vihar, New Delhi-110076

CHHATTISGARH STATE POWER GENERATION COMPANY LIMITED (A Govt. of Chhattisgarh Undertaking) Chief Engineer (Civil Project-I) Chhattisgarh State Power Generation Company Limited Shed No. 2, Vidyut Seva Bhawan Parisar, Dangania, Raipur, Chhattisgarh India - 492013 email: civil.cseb@gmail.com; Phone:- 0771-2574561 04-02/ GP III/ 281 Raipur, dated 04-06-2019 Notice Inviting Tender Online and sealed bids are invited from the experienced parties for the following Name of Work EMD 12 months (extendable fo

Selection of transportation Agency for road transportation of Coal from CHP of Gare Pelma Sector-III Coal Mine in Raigarh district, Chhattisgarh, India to the Designated Railway Siding.

INR 50,00,000 (Fifty lakhs only) in the form of DD or Bank Guarantee for bidding entities which are Chhattisgarh based MSMEs INR 1,00,00,000 (I crores) in the form of DD or Bank Guarantee for all other bidding entities. The tender document can be viewed and downloaded from the website of MSTC Ltd amely https://www.mstcecommerce.com/eprochome/mdo from 06.06.2019 to 18.06.2019 upon online payment of non-refundable cost of Rs. 50,000 + Rs. 9000 (18% GST). The e-Tender ref. no. on MSTC portal is MDO/CSPGCL-Transportation/19-20/ET/1 and the Reverse Bidding ref. no. on MSTC portal is MDO/CSPGCL-Transportation/19-20/RA/1. Last Date for submission of bid is up to 15.00 Hours on

For any further information please contact Chief Engineer (Civil-Project-I), CSPGCL or any further information please contact Chief Engineer (Civil-Project-I)

Chief Engineer (Civil-Project-I)

SAMVAD 21358/2

पंजाब नेंशनल बैंक U punjab national bank

शेयर विभाग, वित्त प्रभाग, प्लाट संख्या.4, द्वारका सेक्टर 10, नई दिल्ली-110075 ई-मेल आईडी : hosd@pnb.co.in, Tel # 011-28044866

सार्वजनिक सूचना

क्र. शेयरधारक(कों) फोलियो प्रमाण-पत्र

दिनांकः 04.06.2019

स्थानः नई दिल्ली

एतदृद्वारा सूचित किया जाता है कि नीचे उल्लिखित बैंक का शेयर प्रमाण पत्र खोने / मिसप्लेस / चोरी होने के रूप में रिपोर्ट किया गया है और इसके पंजीकृत धारक / दावेदार ने डुप्लिकेट शेयर प्रमाण पत्र जारी करने के लिए अनुरोध कियाँ है:

ч.	יווי ועף	राख्या	राख्या	विशिष्ट संख्या	राख्या			
1.	ए एन चौहान	0042715	2665	2271501-2272000	500			
केसी व्यक्ति द्वारा उक्त शेयरों के संबंध में कोई दावा/उपरोक्त उल्लिखित रोयरधारक/दावेदार के पक्ष में डुप्लिकेट प्रमाण पत्र जारी करने के संबंध में किसी								
शयरघारक / दावदार क पक्ष म ड्राप्लकट प्रमाण पत्र जारा करन क संबंध म किसा 🛘								
मी आपनि के मामले में उसे / उन्हें दस सचना के प्रकाशन की तिथि से 15 दिन के								

भीतर, अपने दावे या आपत्ति दर्ज करनी चाहिए। यदि इस सूचना के प्रकाशन की तिथि से 15 दिनों के भीतर उक्त प्रमाण पत्र के संबंध में बैंक द्वारा कोई दावा प्राप्त नहीं किया जाता है तो डुप्लिकेट शेयर प्रमाण पत्र जारी किया जाएगा। सामान्य जन को उपर्युक्त प्रमाण पत्र के साथ किसी भी तरह की डीलिंग से सावधान किया जाता है।

> कृते पंजाब नैशनल बैंक (बलबीर सिंह) कम्पनी सचिव

शेयरों की

शेयरों की



TRIVENI ENGINEERING & INDUSTRIES LIMITED

CIN: L15421UP1932PLC022174

Registered Office: Deoband, District Saharanpur, Uttar Pradesh-247554

Corporate Office: 8th Floor, Express Trade Towers, Plot No.15-16, Sector-16A, Noida 201301, Uttar Pradesh

Tel. No.: +91 120 4308000, Fax No.: +91 120 4311010

E-mail: shares@trivenigroup.com | Website: www.trivenigroup.com | Company Secretary: Mrs. Geeta Bhalla

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

This Public Announcement ("Public Announcement") is being made in relation to the Buyback (as defined hereinafter) of Equity Shares (as defined hereinafter) of Triveni Engineering & Industries Limited through the tender offer process, pursuant to Regulation 7(i) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments from time to time ("SEBI Buyback Regulations") and contains the disclosures as specified in Schedule II to the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations.

OFFER FOR BUYBACK OF NOT EXCEEDING 1,00,00,000 (ONE CRORE ONLY) FULLY PAID UP EQUITY SHARES OF FACE VALUE OF INR 1 EACH (INDIAN RUPEE ONE ONLY) ("EQUITY SHARES") AT A PRICE OF INR 100 (INDIAN RUPEES ONE HUNDRED ONLY) PER FULLY PAID UP EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS

1. DETAILS OF THE BUYBACK AND BUYBACK PRICE

- 1.1 Pursuant to the resolution passed by the board of directors of Triveni Engineering & Industries Limited (the "Company") (the board of directors of the Company are hereinafter referred to as the "Board" or the "Board of Directors") on June 3, 2019 ("Board Resolution"), the Company hereby announces the buyback of not exceeding 1,00,00,000 (One Crore Only) Equity Shares from the equity shareholders / beneficial owners of Equity Shares as on Wednesday, June 19, 2019 (the "Record Date") (for further details in relation to the Record Date, refer to Paragraph 8 of this Public Announcement), on a proportionate basis, through the "tender offer" process, in accordance with Article 4 of the Articles of Association of the Company, Sections 68, 69 and 70, and other applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof (the "Companies Act") and applicable rules thereunder including the Companies (Share Capital and Debentures) Rules, 2014, as amended, the SEBI Buyback Regulations, at a price of INR 100 (Indian Rupees One Hundred only) per Equity Share ("Buyback Offer Price"), payable in cash, for an aggregate maximum amount not exceeding INR 100,00,00,000 (Indian Rupees One Hundred Crore only) (the "Buyback Offer Size") (the process being referred hereinafter as the "Buyback"). The Buyback Offer Size and the Buyback Offer Price do not include any expenses incurred or to be incurred for the Buyback viz., brokerage, costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, printing and dispatch expenses and other incidental and related expenses and charges ("Transaction Costs"). The Buyback Offer Size represents 9.71% and 9.15% of the aggregate of the Company's paid-up capital and free reserves (including securities premium) as per the audited financials of the Company as on March 31, 2019 on a standalone and consolidated basis respectively.
- 1.2 The Buyback is in accordance with the provisions of Companies Act, Article 4 of the Articles of Association of the Company and subject to the provisions of the SEBI Buyback Regulations, and such other approvals, permissions as may be required from time to time from BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE"), (BSE and NSE are hereinafter together referred to as the "Stock Exchanges") where the Equity Shares of the Company are listed and from any other statutory and/or regulatory authority, as may be required and which may be agreed to by the Board and/or any committee thereof. The Buyback would be undertaken in accordance with circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, issued by the Securities and Exchange Board of India ("SEBI"), which prescribes mechanism for acquisition of shares through stock exchange. In this regard, the Company will request BSE to provide the acquisition window
- 1.3 In accordance with the provisions of the Companies Act and the SEBI Buyback Regulations, the Buyback Size of INR 100,00,00,000 (Indian Rupees One Hundred Crore only) excluding Transaction Costs, represents 9.71% and 9.15% of the aggregate of the Company's paid-up capital and free reserves as per the audited financials of the Company as on March 31, 2019 on a standalone and consolidated basis respectively, and it does not exceed 10% of the aggregate of the fully paid up share capital and free reserves of the Company as on March 31, 2019. Further, under the Companies Act, the number of equity shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity share capital of a company in that financial year. Since the Company proposes to Buyback not exceeding 1,00,00,000 (One Crore Only) Equity Shares representing 3.88% of the total number of Equity Shares in the total paid up equity share capital of the Company as at March 31, 2019, the same is within the aforesaid 25% limit
- 1.4 The Buyback Offer Price has been arrived at after considering various factors including, but not limited to trends in the volume weighted average prices of the Equity Shares on the Stock Exchanges, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share. The Buyback Price represents premium of 62.91% and 62.81% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, during the three months preceding May 21, 2019, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback and premium of 47.06% and 47.17% over the closing price of the Equity Shares on BSE and NSE, respectively, as on May 21, 2019, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback. The basic earnings per Equity Share of the Company pre-Buyback as on March 31, 2019, considering the number of Equity Shares outstanding as on March 31, 2019 is INR 8.55 and INR 8.39 on a standalone and consolidated basis respectively, which will increase to INR 8.90 and INR 8.73 on a standalone and consolidated basis respectively, post Buyback assuming full acceptance of the Buyback. The return on net worth of the Company pre-Buyback as on March 31, 2019 is 23.42% and 21.48% on a standalone and consolidated basis respectively, which will increase to 24.73% and 22.60% on a standalone and consolidated basis respectively, post Buyback assuming full acceptance of the
- 1.5 A copy of this Public Announcement is available on the Company's website i.e., www.trivenigroup. com, and is expected to be made available on the website of SEBI i.e., www.sebi.gov.in and on the of the Buyback.

2. NECESSITY FOR BUYBACK

The Buyback is being proposed by the Company to return surplus funds to the equity shareholder/ beneficial owner of the Equity Shares ("Equity Shareholders"), which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, efficient and cost-effective manner. Additionally, the Company's management strives to increase the Equity Shareholders' value and the Buyback would result in the following benefits, amongst other things:

- The Buyback will improve the Earnings Per Share (EPS), Return on Capital Employed (ROCE) and Return on Equity (ROE):
- The Buyback will help in achieving an optimal capital structure;
- The Buyback will help the Company to distribute surplus cash to the Equity Shareholders broadly in proportion to their shareholding, thereby, enhancing their overall return
- The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of shares as per the entitlement of the shareholders or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;
- . The Buyback gives an option to the Equity Shareholders to either (i) choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback or (ii) choose to not participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additiona

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend Buyback not exceeding 1,00,00,000 (One Crore Only Equity Shares representing 3.88% of the total paid-up equity capital of the Company at price of INF 100 (Indian Rupees One Hundred only) per Equity Share, payable in cash, for an aggregate maximum amount not exceeding INR 100,00,00,000 (Indian Rupees One Hundred Crore only) excluding any expenses incurred or to be incurred for the Buyback, which represents 9.71% and 9.15% of the aggregate of the Company's paid-up capital and free reserves (including securities premium) as per the audited financials of the Company as on March 31, 2019 on a standalone and consolidated basis

DETAILS OF PROMOTERS SHAREHOLDING AND OTHER DETAILS

3.1 The aggregate shareholding in our Company of the (i) promoters; (ii) members of the promoter group; and (iii) persons who are in control of the Company, as on the date of the Board Meeting i.e. June 3, 2019 and the date of this Public Announcement i.e. June 4, 2019 is as follow

Sr. No	Name of Shareholder	No. of Equity Shares held	Percentage of paid-up equity share capital
1.	STFL Trading and Finance Private Limited	8,26,96,056	32.06%
2.	Mr. Dhruv Manmohan Sawhney	4,01,30,756	15.56%
3.	Mr. Nikhil Sawhney	1,52,77,653	5.92%
4.	Mr. Tarun Sawhney	1,46,95,375	5.70%
5.	Mrs. Rati Sawhney	1,86,19,164	7.22%
6.	M/s Manmohan Sawhney (HUF)	45,13,225	1.75%
7.	Mrs. Tarana Sawhney	25,000	0.01%
	Total	17,59,57,229	68.21%

3.2 Apart from the individuals covered under Point 3.1 above, shareholding of the directors of the Company ("Directors"), the key managerial personnel of the Company ("KMPs") and the directors of promoters and members of the promoter group, where such promoter or promoter group entity is a company, as on the date of this Public Announcement i.e., June 4, 2019 is as

Sr. No.	Name of shareholder	Designation	No. of Equity Shares held	Percentage of paid-up equity share capital
1.	Mr. Shekhar Datta	Non-Executive Independent Director	10,000	Negligible
2.	Mr. Suresh Taneja	Group CFO	14,000	Negligible
3.	Mr. S.S. Walia	Director of STFL Trading & Finance Private Limited.	17,550	Negligible

Apart from the above, none of the other Directors or KMPs and the directors of promoters and members of the promoter group, where such promoter or promoter group entity is a

company, hold any Equity Shares in the Company.

3.3 No Equity Shares or other specified securities in the Company were either purchased or sold 4. NO DEFAULTS (either through the Stock Exchanges or off market transactions) by any of the (i) promoters; (ii) members of the promoter group (iii) directors of the promoter and promoter group, where such promoter or promoter group entity is a Company and of persons who are in control of the Company during a period of six months preceding the date of the Board Resolution, i.e. June 3, 2019, and from the date of the Board Resolution till the date of this Public Announcement, except the following:

Name	Aggregate No. of Shares Purchased/ Sold	Nature of Transaction	Maximum Price (र)	Date of Maximum Price	Minimum Price (₹)	Date of Minimum Price
Mr. Dhruv M. Sawhney	17,39,000	Purchase (Inter-se transfer amongst promoters)	57.60	08-03-2019	57.60	08-03- 2019
Mrs. Rati Sawhney	17,39,000	Sale (Inter-se transfer amongst promoters)	57.60	08-03-2019	57.60	08-03- 2019

3.4 Intention of promoter and members of the promoter group to participate in the Buyback:

The promoters and members of promoter group, being persons in control of the Company, have expressed their intention to participate in the Buyback and they may tender up to a maximum number of Equity Shares as detailed below or such lower number of Equity Shares as permitted under applicable law

Sr. No.	Name of Shareholder	Maximum Number of Equity Shares which may be tendered
1.	STFL Trading and Finance Private Limited	5,07,56,000
2.	Mr. Dhruv Manmohan Sawhney	2,26,94,000
3.	Mr. Nikhil Sawhney	79,02,000
4.	Mr. Tarun Sawhney	76,01,000
5.	Mrs. Rati Sawhney	96,30,000
6.	M/s Manmohan Sawhney (HUF)	23,35,000
7.	Mrs. Tarana Sawhney	13,000
	Total	10,09,31,000

The details of the date and price of acquisition of the Equity Shares that the promoters/members

Sr. No.	Date of Transaction	No. of Equity Shares	Nominal Value (Rs.)	Nature of Transaction	Transaction Value (Rs.)	No. of Shares
			Dhruv Ma	enmohan Sawhney		
1	Opening as on 01-04-2003*1	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	8,33,122
3	06-09-2004	1,44,000	10	Inter-se Transfer amongst promoters	63,07,200.00	9,77,122
4	16-02-2005		1	Split from Rs.10/- to Re.1/-		97,71,220
5	14-06-2005	53,14,638	1	Arising from distribution of assets on liquidation of DIRC Investments Limited.	1,82,65,316.47	1,50,85,858
6	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 sale	1,23,901,150.00	3,67,14,645
8	18-09-2009	(5,90,000)	1	Open Market / Inter-se transfer amongst promoters	6,36,88,349.00	3,61,24,645
10	14-12-2011	19,08,111	1	Inter-se transfer amongst promoters	2,64,27,337.35	3,80,32,756
11	30-12-2011	3,59,000	1	Inter-se transfer amongst promoters	45,59,300.00	3,83,91,756
12	20-03-2019	17,39,000	1	Inter-se transfer amongst promoters	10,01,66,400.00	4,01,30,756
Dum	ulative Sharehold	ding				4,01,30,756
			Ra	rti Sawhney		
1	Opening as on 01-04-2003 ¹	1,41,759	10	Through purchases / allotments	63,86,555.96	1,41,759

				promoters		
12	20-03-2019	17,39,000	1	Inter-se transfer amongst promoters	10,01,66,400.00	4,01,30,756
Cum	ulative Sharehold	ing				4,01,30,756
				Rati Sawhney		
1	Opening as on 01-04-2003 ¹	1,41,759	10	Through purchases / allotments	63,86,555.96	1,41,759
2	18-08-2004	20,448	10	By way of gift	-	1,62,207
3	18-08-2004	5,54,000	10	Inter-se transfer amongst promoters	2,42,65,200.00	7,16,207
4	06-09-2004	90,000	10	Inter-se transfer amongst promoters	39,42,000.00	8,06,207
5	16-02-2005	-	1	Split from Rs.10/- to Re.1/-	-	80,62,070
6	17-06-2005	1,20,93,105	1	Bonus shares	-	2,01,55,175
7	21-09-2007 to 27-09-2007	(18,75,000)	1	Open Market sale	23,12,90,445.00	1,82,80,175
8	21-11-2008 to 26-11-2008	14,91,535	1	Open Market purchase	5,23,98,013.00	1,97,71,710
9	28-11-2008 to 02-12-2008	1,66,678	1	Open Market purchase	61,14,518.00	1,99,38,388
10	04-12-2008 to 08-12-2008	2,56,521	1	Open Market purchase	1,01,02,873.83	2,01,94,909
11	18-06-2010	[13,69,995]	1	Inter-se transfer amongst promoters	13,53,10,369.00	1,88,24,914
13	14-12-2011	12,44,250	1	Inter-se transfer amongst promoters	1,72,32,862.50	2,00,69,164
14	30-12-2011	2,89,000	1	Inter-se transfer amongst promoters	36,70,300.00	2,03,58,164
15	20-03-2019	(17,39,000)	1	Inter-se transfer amongst promoters	10,01,66,400.00	1,86,19,164
Cum	ulative Sharehold	ing				1,86,19,164
			1	arun Sawhney		
1	Opening as on 01-04-2003 ¹²	4,79,671	10	Through purchases / allotments	1,62,08,241.02	4,79,671
2	18-08-2004	84,000	10	Inter-se transfer amongst promoters	36,79,200.00	5,63,671
3	06-09-2004	12.000	10	Inter-se transfer amonest	52.56,000,00	5.75.671

1	Opening as on 01-04-2003*1	4,79,671	10	Through purchases / allotments	1,62,08,241.02	4,79,671
2	18-08-2004	84,000	10	Inter-se transfer amongst promoters	36,79,200.00	5,63,671
3	06-09-2004	12,000	10	Inter-se transfer amongst promoters	52,56,000.00	5,75,671
4	06-09-2004	70,000	10	Inter-se transfer amongst promoters	30,66,000.00	6,45,671
5	16-02-2005		1	Split from Rs.10/- to Re.1/-	0.7	64,56,710
6	17-06-2005	96,85,065	1	Bonus Shares	-	1,61,41,775
7	21-09-2007 to 27-09-2007	(18,75,000)	1	Open Market sale	23,16,68,750.00	1,42,66,775
8	01-12-2011 to 02-12-2011	2,24,404	1	Open Market purchase	32,04,141.19	1,44,91,179
9	05-03-2012	1,00,000	1	Open Market purchase	19,03,000.00	1,45,91,179
10	13-09-2012 to 14-09-2012	1,04,196	1	Open Market purchase	19,82,912.00	1,46,95,375
Cum	ulative Sharehold	ing				1,46,95,375
				Vikhil Sawhney		
1	Opening as on 01-04-2003"	4,82,106	10	Through purchases / allotments	1,61,52,704.55	4,82,106
2	18-08-2004	60,000	10	Intense transfer amongst	26.28.000.00	5.42 106

Nikhil Sawhney 1 Opening as on 4,82,106 10 Through purchases / 1,61,52,704.55 allotments 2 18-08-2004 60,000 10 Inter-se transfer amongst promoters 3 06-09-2004 90,000 10 Inter-se transfer amongst promoters 39,42,000.00 Prom	5,42,106 6,32,106
01-04-2003 ⁻¹ allotments 2 18-08-2004 60,000 10 Inter-se transfer amongst 26,28,000.00 promoters 3 06-09-2004 90,000 10 Inter-se transfer amongst 39,42,000.00	5,42,106 6,32,106
promoters 3 06-09-2004 90,000 10 Inter-se transfer amongst 39,42,000.00	6,32,106
a co as man, salana sa man as manan anna da salandanana	
	63,21,060
4 16-02-2005 1 Split from Rs.10/- to Re.1/	00,24,000
5 17-06-2005 94,81,590 1 Bonus shares 0.00	1,58,02,650
6 21-09-2007 to (10,00,000) 1 Open Market sale 12,39,32,547.00 27-09-2007	1,48,02,650
7 21-11-2008 to 2,68,907 1 Open Market purchase 94,12,001.66 26-11-2008	1,50,71,557
8 01-12-201 to 2,06,096 1 Open Market purchase 29,48,372.65 02-12-2011	1,52,77,653
Cumulative Shareholding	1,52,77,653
Manmohan Sawhney HUF	
1 Opening as on 97,169 10 Through purchases / 40,25,898.88 01-04-2003"1 allotments	97,169
2 06-09-2004 50,000 10 Inter-se transfer amongst 21,90,000.00 promoters	1,47,169
3 16-02-2005 - 1 Split from Rs.10/- to Re.1/	14,71,690
4 17-06-2005 22,07,535 1 Bonus shares -	36,79,225
5 30-11-2011 3,34,000 1 Inter-se transfer amongst 42,41,800,00 promoters	40,13,225
6 30-11-2011 5,00,000 1 Inter-se transfer amongst 64,50,000.00 promoters	45,13,225
Cumulative Shareholding	1,52,77,653
Tarana Sawhney	

1 4-8-2009 25,000 1 Open Market purchase 28,71,828.00 25,000 **Cumulative Shareholding** 25,000 STFL Trading & Finance Limited 1 26-12-2017 8,26,96,056 1 Acquisition pursuant to 8,26,96,056 Scheme of Arrangement¹² 8,26,96,056

aggregate shareholding as on 1.4.2003 is provided Scheme of Arrangement between Subhadra Trade & Finance Limited and Verve Professional Services Private Limited (Name changed to STFL Trading & Finance Private Limited) & their respective shareholders and creditors approved by the Honourable NCLT at Allahabad pursuant to its order dated 20-09-2017.

Since specific details of acquisition/sale of equity shares are not available prior to 1.4.2003 accordingly

There are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company.

CONFIRMATION BY THE BOARD OF DIRECTORS

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion

- that immediately following the date of the Board Resolution (i.e. June 3, 2019), there will be no grounds on which the Company can be found unable to pay its debts.
- that as regards the Company's prospects for the year immediately following the date of the Board Resolution and having regard to the Board's intention 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 view be available to the Company during that year, the Company will be able to meet 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 resolution.
- in forming their opinion for the above purposes, the Board has taken into account the liabilities as if the company were being wound up under the provisions of the Companies Act, 1956 or Companies Act or the Insolvency and Bankruptcy Code, 2016 (each as amended) (including prospective and contingent liabilities).

REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated June 3, 2019 received from M/s. S.S. Kothari Mehta & Co., Chartered Accountants, the statutory auditor of the Company, addressed to the Board of Directors of the Company is reproduced below:

The Board of Directors

Triveni Engineering & Industries Limited Noida - 201 301, U.P. India

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

Introduction

This report is issued in accordance with the terms of our engagement dated June 3, 2019

- 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 proposed 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
- 3. The management of the Company has prepared the accompanying Annexure A Statement of permissible capital payment as on March 31, 2019 ('the Statement') pursuant to the proposed buyback of equity shares approved by the board of directors of the Company ("Board of Directors") at their meeting held on June 3, 2019, in accordance with the provisions of sections 68, 69 and 70 of the Act and the SEBI Buyback Regulations. The Statement contains the computation of amount of permissible capital payment towards buy-back of equity shares in accordance with the requirements of section 6B(2) of the Act, Regulation 4(i) & 5(i)(b) of the SEBI Buyback Regulations and based on the latest audited standalone and consolidated financial statements for the year ended March 31, 2019. We have initialed the Statement for identification purposes only.

Management's Responsibility:

- 4. The preparation of the Statement in accordance with Section 68 (2) of the Act and in compliance of the SEBI Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of the internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- 5. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting and will not be rendered insolvent within a period of one year from the date of the Board meeting at which the proposal for buyback was approved by the Board of Directors of the Company and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016. Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of the section 68 (6) of the Act and the SEBI Buy-back Regulations.

Auditor's Responsibility:

Pursuant to the requirement of the SEBI Buyback Regulations, it is our responsibility to provide

- the amount of capital payment for the buy back, as stated in Annexure A has been determined considering the Audited Financial Statements for the year ended March 31, 2019, and is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Regulation 4(i) & 5(i)(b) of the SEBI Buyback Regulations;
- ii) the Board of Directors in their meeting held on June 3, 2019 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.
- 7. A reasonable 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 ed depend on the auditor's judgment, including the asset assignment. Within the scope of our work, we performed the following procedures:
 - Examined authorisation for buy back from the Articles of Association of the Company,
 - ii) Examined that the amount of capital payment for the buy-back as detailed in the Statement is within the permissible limit computed in accordance with section 68(2) of the Act and Regulation 4(i) & 5(i)(b) of the SEBI Buyback Regulations:
- iii) Examined that the ratio of the secured and unsecured debt owed by the Company is not more than twice the paid-up capital and its free reserves after such buy-back;
- iv) Examined that all the shares for buy-back are fully paid-up;
- Inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended March 31, 2019; vi) Agreed the balance of the Statement of Profit and Loss, Securities Premium Account and General
- Reserve as at March 31, 2019 as disclosed in the Statement with the audited financial statements; vii) Examined resolutions passed in the meetings of the Board of Directors. We have not carried out
- any procedures as regards to the projections approved by the Board of Directors and accordingly do not certify the same: viii) Inquired if the Board of Directors of the Company, in its meeting held on June 3, 2019, has formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buy-back Regulations,
- 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 date of the board meeting and the date on which the results of the shareholders' resolution with regard to the proposed buyback will be declared:
- ix) Examined minutes of the meetings of the Board of Directors;
- x) Obtained Directors' declarations for the purpose of buy-back and solvency of the Company; and Obtained appropriate representations from the management of the Company.
- The audited financial statements, referred to in paragraph 6 and 7 above, have been audited by us, on which we have issued unmodified audit opinion vide our report dated May 21, 2019. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the 'ICAI'). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that maybe of potential 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 ICAL
- 10. We have complied 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.

- 11. Based on our examination as stated above and the representation, information and explanations given to us, we report that:
- (a) we have inquired into the state of affairs of the Company in relation to audited standalone and consolidated financials for the year ended March 31, 2019;
- (b) the amount of the permissible capital payment towards the proposed buy-back of equity shares as computed in the accompanying Statement, has been determined in accordance with the requirements of section 68(2) of the Act and Regulation 4(i) & 5(i)(b) of the SEBI Buy-back Regulations based on the audited financial statements for the year ended March 31, 2019;
- (c) the Board of Directors, in their meeting held on June 3, 2019, have formed the opinion, as specified in clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date of the meeting of the Board of Directors; and
- (d) 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.

12. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the provisions of section 68 and other applicable provisions of the Act read with rule 17 of the Companies (Share Capital and Debentures) Rules, 2014 (as amended) and the SEBI Buyback Regulations, pursuant to the proposed buyback of equity shares. Our obligations in respect of this report are entirely separate, and our responsibility and liability is in no way changed by, any other role we may have as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Compan

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This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and to include this report, pursuant to the requirements of the SEBI Buy-back Regulations, (a) public announcement to be made to the shareholders of the Company, (b) in the draft letter of offer and the letter of offer to be filed with the Registrar of Companies, Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited, as required by the SEBI Buyback Regulations, the Central Depository Services (India) Limited, National Securities Depository Limited, as applicable and (c) for providing to the manager to the buyback. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

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

Yogesh K. Gupta

Partner Membership Number: 093214

Place: Noida (U.P.) Dated: June 03, 2019

Annexure A- Statement of permissible capital payment

Computation of amount of permissible capital payment for the buy-back of equity shares in accordance with Section 68 (2) of the Companies Act, 2013 and Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 based on audited standalone & consolidated Ind AS financial statements as at and for the year ended 31st March, 2019:

(₹ in Lakhs)

Particulars	Standalone	Consolidated
A. Paid up equity capital as at 31" March 2019	2579.47	2570.47
(25,79,53,110 equity shares of Re. 1 each)		2579.47
B. Free reserves*		
Securities premium	26546.93	26585.22
General reserve	49212.72	49919.43
Retained earnings	24669.57	30174.95
Total free reserves	100429.22	106679.60
Total paid up equity capital and free reserves (A+B)	103008.69	109259.07
Permissible capital payment towards buy back of equity shares in accordance with Section 68(2) of the Act and Regulation 4 and 5 of the SEBI Buyback Regulations (25% of the paid-up equity capital and free reserves)	25752.17	27314.77
Permissible capital payment towards buy back of equity shares in accordance with Section 68(2) of the Act and Regulation 5(i)(b) of the SEBI Buyback Regulations (10% of the paid-up equity capital and free reserves)	10300.87	10925.91

*considered as defined in section 2(43) of Companies Act, 2013 read with section 68 of the Companies Act. 2013, hence retained earnings are reduced to the extent of INR 424.16 Lakhs on account of fair value changes of certain assets & liabilities.

For and on behalf of the Board of Directors

Triveni Engineering & Industries Limited Suresh Taneja

Group CFO Place: Noida

Date: June 03, 2019

7. PROCESS AND METHODOLOGY TO BE ADOPTED FOR BUYBACK Process

7.1 The Buyback is open to all eligible shareholders, i.e., the shareholders who on the Record Date were holding Equity Shares either in physical form ("Physical Shares") and the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form ("Demat Shares") (such shareholders are referred as the "Eligible Shareholders").

7.2 The Buyback will be implemented using the "Mechanism for acquisition of shares through Stock Exchange" issued by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and in accordance with the procedure prescribed in the Companies Act and the SEBI Buyback Regulations, and as may be determined by the Board of Directors, or the committee constituted by the Board to exercise its powers in relation to the Buyback (such committee, the "Buyback Committee"), on such terms and conditions as may be permitted by law from time to time

7.3 For implementation of the Buyback, the Company has appointed HDFC Securities Limited as the registered broker to the Company (the "Company's Broker") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

HDFC Securities Limited

I Think Techno Campus Building-B, "Alpha", Office Floor 8, Opp. Crompton Greaves

Near Kanjurmarg Station Kanjurmarg (East), Mumbai 400 042 India Tel.: +91 22 3075 3400, Fax: +91 22 22 3075 3435

E-mail: sharmila.kambli@hdfcsec.com Contact Person: Ms. Sharmila Kambli

7.4 The Company shall request BSE to provide a separate window (the "Acquisition Window") to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. For the purpose of this Buyback, BSE would be the designated stock exchange ("Designated Stock Exchange"). The details of the Acquisition Window will be as specified by BSE from time to time. In the event Shareholder Broker(s) of Eligible Shareholder is not registered with BSE, then the Eligible Shareholders can approach any BSE registered stock broker and can register themselves by using quick unique client code ("UCC") facility through the

BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE registered broker, Eligible Shareholders may approach Company's Broker i.e., HDFC Securities Limited to place their bids 7.5 At the beginning of the tendering period, the order for buying Equity Shares will be placed by 8. the Company through Company's Broker. During the tendering period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective stock brokers ("Shareholder Broker") during normal trading hours

7.6 The reporting requirements for Non-Resident Shareholders under the Foreign Exchange Management Act, 1999 and any other rules, regulations, guidelines, for remittance of funds, shall

of the secondary market. The Shareholder Broker can enter orders for Demat Shares. In the

tendering process, the Company's Broker may also process the orders received from the

be made by the Eligible Shareholder and/or the Shareholder Broker through which the Eligible Shareholder places the bid.

- 7.7 Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the
- 7.8 The cumulative quantity tendered shall be made available on the website of BSE (www.bseindia. com) throughout the trading session and will be updated at specific intervals during the tendering

7.9 Procedure to be followed by shareholders holding Demat Shares:

- (a) Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback.
- (b) The Shareholder Broker would be required to place an order/ bid on behalf of the Eligible Shareholder who wishes to tender Demat Shares in the Buyback using the Acquisition Window of the BSE. Before placing the bid, the Eligible Shareholder would be required to transfer the tendered Demat Shares to the Indian Clearing Corporation Limited ("Clearing Corporation"), by using the early pay in mechanism prior to placing the bid by the Shareholder Broker. The details of the special account shall be informed in the issue opening circular that will be issued by the BSE or the Clearing Corporation.
- (c) Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("TRS") generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/ bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares
- (d) In case of non-receipt of the completed tender form and other documents, but receipt of Equity Shares in the accounts of the Clearing Corporation and a valid bid in the exchange bidding system, the bid by such Equity Shareholder shall be deemed to have been accepted. for the shareholders holding Equity Shares in demat form as on the Record Date.

7.10 Procedure to be followed by the shareholders holding Physical Shares:

- (a) As per the proviso to regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018), read with SEBI's press releases dated December 3, 2018, and March 27, 2019, effective from April 1, 2019, transfers of securities shall not be processed unless the securities are held in the dematerialized form with a depository ("LODR Amendment").
- (b) In light of the LODR Amendment, any of the Eligible Shareholders who are desirous of tendering their Equity Shares held in physical form can do so only after the shares are dematerialized. Such Eligible Shareholders are advised to approach the concerned depository participant to have their Equity Shares dematerialized
- (c) Eligible Shareholders who have dematerialized their physical shares post Record Date and propose to tender their Demat Shares in the Buyback may deliver the Tender Form duly signed (by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares, along with TRS generated by the stock exchange bidding system upon placing of a bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback.

7.11 METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

- (a) The Company will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Equity Shareholders will receive funds pay-out in their bank account from the Clearing
- (b) The Demat Shares bought back would be transferred directly to the demat account of the Company opened for the Buyback (the "Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.
- (c) The Eligible Shareholders of the Demat Shares will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Demat Shares, due to rejection or due to non-acceptance in the Buyback.
- (d) Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholder would be returned to them by the Clearing Corporation.
- (e) The settlements of fund obligation for Demat Shares shall be affected as per the SEBI circulars and as prescribed by BSE and Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by the Reserve Bank of India ("RBI")/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker for onward transfer to such
- (f) In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account.
- (g) The Shareholder Broker would issue a contract note to the Eligible Shareholders tendering Equity Shares in the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- (h) Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholders.
- (i) The Equity Shares bought will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations

RECORD DATE AND SHAREHOLDER ENTITLEMENT

- 8.1 As required under the SEBI Buyback Regulations, the Company has fixed Wednesday, June 19, For and on behalf of the Board of Directors of Triveni Engineering & Industries Limited 2019 as the Record Date for the p Eligible Shareholders.
- 8.2 The Equity Shares to be bought back, as part of the Buyback is divided in to two categories: (a) reserved category for Small Shareholders (defined under Regulation 2(i)(n) of the SEBI
 - Buyback Regulations as a shareholder, who holds shares or other specified securities whose market value, on the basis of closing price on the recognized stock exchange in which the Date: June 4, 2019

highest trading volume, as on record date, is not more than INR 2,00,000 (Rupees two lakhs only); and

- (b) the general category for all other shareholders.
- 8.3 The reserved category for Small Shareholders shall be 15% of the number of Equity Shares which the Company proposes to Buyback, or number of Equity Shares entitled as per shareholding of Small Shareholders, whichever is higher.
- 8.4 Based on the shareholding as on the Record Date, the Company will determine the entitlement of each shareholder to tender their Equity Shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such shareholder belongs.
- 8.5 In order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios do not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and the Buyback Entitlement. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.
- 8.6 The Eligible Shareholders participation in the Buyback will be voluntary. The Eligible Shareholders can choose to participate, in full or in part, and get cash in lieu of Equity Shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. The Eligible Shareholders may also tender a part of their entitlement. The Eligible Shareholders also have the option of tendering additional Equity Shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any,
- 8.7 The maximum tender under the Buyback by any shareholder cannot exceed the number of Equity Shares held by the shareholders as on the Record Date.
- 8.8 The Equity Shares tendered as per the entitlement by Eligible Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback
- 8.9 Detailed instructions for participation in the Buyback (tendering of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Eligible shareholders as on Record Date.

9. COMPANY SECRETARY & COMPLIANCE OFFICER

Mrs. Geeta Bhalla

Group Vice President, Company Secretary & Compliance Officer

8th Floor, Express Trade Towers, Plot No.15-16, Sector-16 Noida-201 301, Uttar Pradesh, India

Tel. No.: +91 120 4308 000, Fax No.: +91 120 4311 010

Email: shares@trivenigroup.com, Website: www.trivenigroup.com

Investors may contact the Company Secretary for any clarification or to address their grievances, if any, during office hours i.e. 10:30 a.m. to 5:30 p.m. on any day, except Sunday and public holidays INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

In case of any query, the shareholders may contact the Registrar to the Buyback on any day, except

Saturday, Sunday and public holidays between 10:00 a.m. and 4:00 p.m. at the following address:

KARVY|| FINTECH

Karvy Fintech Private Limited

Karvy Selenium Tower B Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally

Hyderabad Rangareddi, Telangana 500 032, India Tel: +91 40 6716 2222, Fax: +91 40 2343 1551

E-mail: teil.buyback@karvy.com

Investor Grievance Id: einward.ris@karvy.com Contact Person: Mr. M. Murali Krishna

SEBI Registration No.: INR000000221

11. MANAGER TO THE BUYBACK

□ HDFC BANK

HDFC Bank Limited

Peninsula Business Park, 'B' Wing, 4th Floor, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 Tel: +91 22 3395 8233, Fax: +91 22 3078 8584

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Mr. Tarun Sawhney

Mr. Dhruv Mani Chairman & Managing Director DIN: 00102999

Place: Noida

Vice Chairman & Managing Director DIN: 00382878

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

नयी दिल्ली (वार्ता)। भारतीय क्रिकेट कंट्रोल बोर्ड (बीसीसीआई) ने 2019–20 के घरेलू सत्र के लिए अपने कार्यक्रम की घोषणा कर दी है जिसमें पांच देश भारत का दौरा करेंगे और मेज़बान टीम के साथ कुल 5 टेस्ट, 9 वनडे और 12 ट्वंटी—20 मैच खेले जाएंगे। भारत दौरे पर दक्षिण अफ्रीका, बंगलादेश, वेस्टइंडीज, जिम्बाब्वे और आस्ट्रेलिया की टीमें आएंगी। भारत के घरेलू सत्र की शुरुआत गांधी-मंडेला सीरीज के लिए फ्रीडम ट्रॉफी से होगी जो सितंबर में भारत और दक्षिण अफ्रीका के बीच खेली जायेगी जिसमें तीन ट्वंटी—20 और तीन टेस्ट होंगे। भारत इसके बाद नवंबर में बंगलादेश के खिलाफ तीन ट्वंटी-20 और दो टेस्ट खेलेगा। वेस्टइंडीज की टीम दिसम्बर में भारत का दौरा करेगी और तीन ट्वंटी—20 तथा तीन वनडे खेलेगी। इसके बाद जिम्बाब्वे और ऑस्ट्रेलिया भारत का दौरा करेंगे। जिम्बाब्वे जनवरी में तीन ट्वंटी—20 और ऑस्ट्रेलिया तीन वनडे खेलेगा। दक्षिण अफ्रीका मार्च में भारत दौरे पर तीन वनडे खेलेगी। घरेलू सत्र के पांच टेस्ट टेस्ट चैंपियनशिप का हिस्सा होंगे।

नयी दिल्ली (वार्ता)। पूर्व के अर्निबाण लाहिड़ी ने तीसरी से एक शॉट पीछे रहे थे। 121 बार युएस ओपन गोल्फ टुर्नामेंट खिलाडियों में से शीर्ष 14 के लिये क्वालीफाई कर लिया खिलाड़ियों ने यूएस ओपन के है जबकि भारत के नंबर एक लिये क्वालीफाई किया। एक खिलाड़ी शुभंकर शर्मा क्वालीफाई अन्य भारतीय शुभंकर शर्मा दो अमेरिका के कोलंबस में ब्रुकसाइड गोल्फ एंड कंट्री क्लब

का दो राउंड में 10 अंडर 132 एशिया नंबर एक और दो बार का स्कोर रहा और वह शीर्ष के यूरोपियन टूर विजेता भारत पर रहे अमेरिका के ल्यूक गुथरी

करने से चूक गये। लाहिड़ी ने अंडर 140 के स्कोर के साथ क्वालीफाई करने से चूक गये। लाहिडी तीन साल के और सियाटो कंट्री क्लब में अंतराल के बाद यूएस ओपन में आयोजित सेक्शनल क्वालिफाइंग वापिस लौटे हैं। यूएस ओपन टूर्नामेंट में दूसरा स्थान हासिल का आयोजन 13 से 16 जून कर यूएस ओपन का टिकट तक पैबल बीच गोल्फ लिंक्स में

लंदन (वार्ता)। इंग्लैंड के धीमे ओवर रेट के लिये जुर्माना जोफरा आर्चर और जेसन राय लगाया गया है। अंतरराष्ट्रीय पर आईसीसी ने टेंट ब्रिज में क्रिकेट परिषद (आईसीसी) ने खेले गये विश्वकप मुकाबले में मंगलवार को इसकी जानकारी आचार संहिता का उल्लंघन करने दी। जेसन राय को आईसीसी के आरोप में मैच फीस का 15 की आचार संहिता के नियम फीसदी जुर्माना लगाया है जबिक 2—3 के उल्लंघन का दोषी पाया विपक्षी पाकिस्तानी टीम पर इसी गया है। उन्हें अंतरराष्ट्रीय मैच मैच के दौरान धीमे ओवर रेट में अपशब्द कहने का दोषी पाया के लिये जुर्माना लगाया गया गया है। राय पर मैच फीस का है। इंग्लैंड और पाकिस्तान के 15 फीसदी जुर्माना लगाया गया बीच ट्रेंट ब्रिज में विश्वकप का है और उन्हें एक डी-मेरिट ख़ुली निविदा सूचना संख्या 06-अम्बाला/2019-20 दिनांक 31.05.2019 मुकाबला सोमवार को खेला गया अंक भी दिया गया है। मैच के

था जिसमें पाकिस्तानी टीम ने 14वें ओवर में पाकिस्तान की 14 रन से जीत दर्ज की थी। पारी में राय ने खराब फीलिंडग पाकिस्तान के कप्तान सरफराज़ के बाद अपशब्द कहे थे जिसे

अन्य इंग्लिश खिलाडी आर्चर को लेकर आर्चर ने अंपायर को आईसीसी आचार संहिता के फैसले का विरोध किया के नियम 2-8 के उल्लंघन का था। उनपर भी मैच फीस का दोषी पाया गया है। वह अंपायर 15 फीसदी जर्माना लगाया के फैसले के प्रति असहमति गया है और उनके खाते में जताने के दोषी करार दिये एक डी-मेरिट अंक भी जोड़ा गये हैं। यह मामला गया है। पाकिस्तानी कप्तान पाकिस्तानी पारी के 27वें सरफराज पर मैच फीस का 20 ओवर का है जब वाइड गेंद फीसदी जुर्माना लगाया गया है।

अहमद पर इसी मैच के दौरान अंपायर ने भी सुना था। वहीं पाया। 31 साल के लाहिड़ी होगा।

गयी है। वर्ष 2007 विश्वकप में साफ है कि उसे इन खिलाड़ियों

लंदन (वार्ता)। दक्षिण भी यह एशियाई टीम इसी तरह की कमी महसूस नहीं हुई थी। अफ्रीका के खिलाफ आईसीसी का उलटफेर कर चुकी है और विश्वकप में बड़ा उलटफेर कर छुपी रूस्तम मानी जाती है, ऐसे सभी को चौंकाने वाली बंगलादेशी में गत उपविजेता न्यजीलैंड के टीम बुधवार को न्यूजीलैंड के लिये सतर्क रहना बेहद जरूरी सामने चुनौती पेश करने उतरेगी। है। बंगलादेश 2017 चैंपियंस न्यूजीलैंड ने विश्वकप में ट्रांफी में भी न्यूजीलैंड को पांच अपने अभियान की श्रूरूआत विकेट से पराजित कर चुकी है श्रीलंका के खिलाफ 10 विकेट और दोबारा उससे इस प्रदर्शन की एकतरफा जीत के साथ की की उम्मीद की जा सकती है। थी और अब उसके सामने हालांकि कीवी टीम भी अच्छी एशिया की दूसरी टीम बंगलादेश फार्म में है जिसके खिलाफ है जिसने अपने पहले मुकाबले बंगलादेश को कड़ी चुनौती में दक्षिण अफ्रीका जैसी मजबूत झेलनी होगी। कीवी टीम के टीम को 21 रन से हराया था। तेज़ गेंदबाज़ टिम साउदी और बंगलादेशी टीम पिछली जीत शीर्ष क्रम के बल्लेबाज़ हेनरी के बाद न सिर्फ आत्मविश्वास निकोल्स चोट के कारण पिछले से लबरेज़ है बल्कि उससे अब मैचों में नहीं खेले लेकिन उसके बड़े मैचों की अपेक्षा भी बढ़ श्रीलंका के खिलाफ प्रदर्शन से

खेलने उतरे थे जिन्होंने तीन विकेट निकाले. जबकि लांकी फग्यूर्सन ने भी 22 रन की किफायती गेंदबाजी करते हुये तीन विकेट निकाले। ओपनर मार्टिन गुप्तिल ने नाबाद 73 रन और कॅालिन मुनरो ने नाबाद 58 रन बनाकर टीम को 16.1 ओवर में ही जीत दिला दी थी। टीम के पास बल्लेबाजी क्रम में कप्तान केन विलियम्सन, रास टेलर, टाम लाथम, कॅालिन डी ग्रैंडहोमे के खिलाफ मैच से पूर्व कहा कि उनकी टीम की कोशिश हर

कमाल की बल्लेबाजी करते हुये जाने वाली बंगलादेशी टीम को रहीम (206 मैच) हैं।

हाल में लय बरकरार रखना छह विकेट पर 330 का बड़ा इस विभाग में सुधार की गुंजाइश साउदी की जगह मैट हैनरी है। उन्होंने कहा कि हम लय स्कोर खड़ा किया था और उसके है और खिलाड़ियों को किफायती बनाये रखना चाहते हैं। यदि गेंदबाजों ने इसका बचाव किया। प्रदर्शन पर ध्यान लगाना होगा। अगले कुछ मैचों में हम पहले तमीम इकबाल, सौम्य सरकार, स्टार तेज गेंदबाज मुस्ताफिजुर सत्र में गेंदबाजी करते हैं तो 75 रन की बढ़िया पारी खेलने रहमान ने पिछले मैच में 67 रन अपने हक में परिणाम हासिल वाले स्टार ऑलराउंडर शाकिब पर तीन विकेट निकाले थे। कर सकते हैं और विपक्षी टीमों अल हसन तथा 78 रन की वहीं मेहदी हसन मिराज, मोहम्मद के लिये स्कोर करना मुश्किल अर्धशतकीय पारी खेलने वाले सैफद्दीन, शाकिब सभी उसके होगा। पिछले काफी समय से विकेटकीपर मुशफिक्र रहीम मुख्य गेंदबाज़ हैं। न्यूजीलैंड के खराब फार्म से गुज़र रही और उसके अहम स्कोरर हैं। शाकिब खिलाफ मैच शाकिब के वनडे अपने दोनों अभ्यास मैच हार और मुशफिक्र के बीच 142 करियर का 200वां मैच भी है गयी श्रीलंका पर जीत भले ही रन की शतकीय साझेदारी ने और उनकी कोशिश रहेगी कि न्यूजीलैंड के लिये एकतरफा टीम को मजबूत स्कोर तक वह अपना शानदार हरफनमौला रही हो लेकिन पिछली आयरलैंड पहुंचाया जबकि निचले क्रम पर खेल दिखा टीम को जीत दिलायें। जैसे बढ़िया स्कोरर भी मौजूद सीरीज़ में अच्छा प्रदर्शन करने छठे विकेट के लिये महमूदुल्लाह शाकिब बंगलादेश के मात्र तीसरे हैं और गेंदबाजी और बल्लेबाजी और दक्षिण अफ्रीका पर जीत और मोसाद्देक हुसैन की 66 रन खिलाड़ी बन जाएंगे जिन्होंने 200 विभाग दोनों में वह मजबूत दर्ज करने वाली बंगलादेश के की साझेदारी का भी अहम या उससे अधिक वनडे खेले हैं। दिखती है। गुप्तिल ने बंगलादेश खिलाफ मुकाबला एकतरफा नहीं योगदान रहा था। हालांकि अपने उनसे आगे मौजूदा कप्तान मशरफे होगा। टीम ने पिछले मैच में बेहतरीन गेंदबाजों के लिये जानी मूर्तजा (210 मैच) और मुशफिक्र

उत्तर रेलवे

वरिष्ठ मंत्रल अभियंता-समन्वय/अञ्चाला के द्वारा इनक्रक वेकेदारों से निन्नलिखित कार्वों हेत खुली निविदायें आमंत्रित की जाती है जो कि उन कार्यों के सामने दी गई तिथि को 15.00 क्जे तक खली रहेगी और उसके बाद खोली जाएगी। क. सं.: 1. कार्य का नाम: सहायक मंत्रल अभियंता/अम्बाला के अधीन सीनियर सैक्सन इंजीनियर/कार्य/अम्बाला के सैक्सन में अम्बाला स्टेशन के मेन लाइन में प्लाटफार्म नं. 1 पर Washable Apron का प्रावधान से संबंधित अन्य का कार्य | अनुमानित लागतः रु. 1,88,33,377/-, अग्रिम राशिः रु. 2,44,200/-, निविदा कार्ग की कीमतः रु. 5,000/- कार्य समाप्ति का समयः ०६ महीने। निविदा खुलने की तिथिः 26,06,2019, क. सं.: 2, **कार्य का नाम**ः राहायक मंत्रल अभियंता/सरहिन्द के अधीन सीनियर सैक्सन इंजीनियर/कार्य/रूपनगर के सैक्सन में नंगल दैम स्टेशन के RPF Barrack के मरम्मत से संबंधित कार्य। अनुमानित लागतः रु. ६,४८,६०२/-, अग्रिम शक्तिः रु. 13,000/-. निविदा कार्य की कीमतः रु. 2,000/- कार्य समाप्ति का समयः 2 महीने । निविदा खुलने की तिथि: 26.06.2019. क. सं.: 3. कार्य का नाम: मंडल अभियंता/रेलपथ के अधीन अम्बाला-सहारनपुर सैक्सन में यमुनानगर जगाधरी बेलस्ट कियो में 20000 cum 65mm gauge nominal size machine crushed stone ballast की आपूर्ति से संबंधित कार्य। अनुमानित लागतः रः. 1,59,11,200/-. अग्रिम राशिः रः. 2,29,600/-. निविदा कार्म की कीमतः रः. 5,000/-. कार्य की समाप्ति का समय: 6 नहींने। निविदा खुलने की लिबि: 26.06.2019. क. सं.: 4. कार्य का नामः सहायक मंडल अभियंता/अस्थाला के अधीन सीनियर सैक्सन इंजीनियर/कार्य/एम/ अम्बाला के दिल्ली-अम्बाला संक्सन में कि. मी. 193/25-28 पर पब्लिक डेल्य इंजी. विविजन, अम्बाला छावनी, हरियाणा के लिए 450mm dia Di Class K-9 pipe को 700mm encasing pipe एवं 900 mm dia M.S. Casing pipe के द्वारा रेलवे लाइन के नीचे कालने से संबंधित कार्य । अनुमानित लागतः रु. 58,21,790/-, अग्रिम राशिः रु. 1,16,400/-, निविदा फार्म की कीमतः रु. 5,000/- कार्य समाप्ति का समयः ०६ महीने। निविदा सुलने की तिथिः 26.06.2019. क.. शं.: 5. कार्य का नाम: मंडल अभियंता-प्रथम/अम्बाला छावनी के अधीन रेलपथ के दिन- प्रतिदिन रख-रखाव एवं अन्य कार्य हेतु पी.वे. सामग्री तथा मशीनरी आदि एक स्टेशन से दूसरे स्टेशन ले जाने एवं लाने के लिए बहुउपयोगी वाहन एवं ट्रक को मासिक किराये पर लेने से संबंधित कार्य। अनुमानित लागतः रु. 38,00,030/-. अग्रिम राशिः ए. 76,000/-. निविदा फार्म की कीसतः ए. 3,000/-. कार्य समाप्ति का समयः 12 गडीने। निविदा खुलने की तिथि: 26.06.2019. नोट: 1, ठेकेदारों को शतों के अनुसार निविदा योग्यता पूरी करने हेतु सभी जरूरी सम्बंधित डॉक्यूमेन्टों के स्कैनिंग कॉपी को रेलवे वेबसाइट IREPS पर अपलोड करनी जरूरी है। 2. अग्रिम राशि व निविदा फार्म की कीमत ऑनलाइन पेमेन्ट नेट बैंकिंग/नेटवे पेमेन्ट के द्वारा ही स्वीकार्य होंगे। 3. निविदा की विस्तृत जानकारी हेतु रेलवे वेबसाइट www.ireps.gov.in पर लॉन ऑन करें। 4. टेकेदार को ई-निविदा में भागीदारी हेतू (क्लास III) डिजिटल सिगनेचर सार्टिफिकेट द्वारा लॉग ऑन करना होगा । 5. जी. एस. टी. एक्ट

प्राप्तकों की रोगा में मुस्कान के साथ



CORPORATE OFFICE

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Certified Copy of Extracts from the Minutes of the Meeting of the Board of Directors of Triveni Engineering & Industries Limited held on June 3, 2019 at its Water Business Group premises at Noida.

"RESOLVED THAT pursuant to the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, and other relevant rules made thereunder, each as amended from time to time (the "Companies Act") and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ("SEBI Buyback Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations") (including reenactment of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations) and Article 4 of the articles of association of the Company and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI") and/ or other authorities, institutions or bodies (together with SEBI and RBI, the "Appropriate Authorities"), as may be necessary, and subject to such conditions, alterations. amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed, the board of directors of the Company ("Board", which term shall be deemed to include any committee of the Board and/ or officials, which the Board may constitute/ authorise to exercise its powers, including the powers conferred by this resolution) hereby consents and approves the buyback by the Company of its fully paid-up equity shares having a face value of INR 1 (Indian Rupee One only) each ("Equity Shares"), not exceeding 1,00,00,000 (One crore) Equity Shares (representing 3.88% of the total Equity Shares in the paid-up equity capital of the Company as on March 31, 2019) at a price of INR 100 (Indian Rupees One hundred only) per Equity Share ("Buyback Offer Price") payable in cash for an aggregate maximum amount not exceeding INR 100,00,00,000 (Indian Rupees One hundred crore only), excluding any expenses incurred or to be incurred for the buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, printing and dispatch expenses and other incidental and related expenses and charges ("Transaction Costs") (such maximum amount hereinafter referred to as the "Buyback Offer Size") which represents 9.71% and 9.15% of the aggregate of the Company's paid-up capital and free reserves (including securities premium) as on March 31, 2019 on a standalone and consolidated basis respectively, as per the audited financials of the company for the year ended as on March 31, 2019 from all the equity shareholders/ beneficial owners of the Equity Shares of the Company, including the Promoter(s) (as defined hereinafter) as on Wednesday, June 19, 2019 (such date, or any other date as may be decided by the Board to be the record date, the "Record Date") through the "tender offer" route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the "Buyback"). The term "Promoter" will be such person as defined in the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended."

"RESOLVED FURTHER THAT, as required under Regulation 6 of the SEBI Buyback Regulations, the Company may buyback Equity Shares from the existing shareholders (including Promoters) as on record date, on a proportionate basis, provided that fifteen percent of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders as defined in the SEBI Buyback Regulations."

"RESOLVED FURTHER THAT, the Company shall implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified SEBI by vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI's CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, or such other circulars or notifications, as may be applicable and the Company shall approach the stock exchange(s), as may be required, for facilitating the same."



"RESOLVED FURTHER THAT, the Buyback from shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indians, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any."

"RESOLVED FURTHER THAT, the draft of the Declaration of Solvency prepared in the prescribed form along with supporting affidavits and other documents, placed before the meeting be and is hereby approved and that any two of Mr Dhruv M. Sawhney, Chairman & Managing Director, Mr Tarun Sawhney, Vice Chairman & Managing Director, Mr Nikhil Sawhney, Dr. Santosh Pande and Mr J.K. Dadoo, Directors of the Company, be and are hereby authorized jointly (one of whom shall be Managing Director), to sign the same, for and on behalf of the Board and file the same with the Registrar of Companies, SEBI, and/or any other concerned authorities, as may be necessary in accordance with the applicable laws."

"RESOLVED FURTHER THAT the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and after taking into account the financial position of the Company including the projections and also considering all contingent liabilities, the Board has formed an opinion:

- that immediately following the date of this resolution there will be no grounds on which the Company can be found unable to pay its debts.
- that as regards the Company's prospects for the year immediately following the date of this resolution, and having regard to the Board's intention 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 view be available to the Company during that year, the Company will be able to meet 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 this resolution.
- in forming their opinion for the above purposes, the Board has into account the liabilities as if the company were being wound up under the provisions of the Companies Act, 1956 or Companies Act or the Insolvency and Bankruptcy Code 2016 (including prospective and contingent liabilities)."

"RESOLVED FURTHER THAT, confirmation is hereby made by the Board that:

- all Equity Shares of the Company are fully paid up;
- that the Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of this Board meeting;
- the Company shall not raise further capital for a period of one year from the date on which the
 payment of consideration to shareholders who have accepted the buyback offer is made except in
 discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat
 equity or conversion of preference share or debentures into equity shares;
- the Company shall not issue any Equity Shares or other specified securities including by way of bonus till the date on which the payment of consideration to shareholders who have accepted the buyback offer is made;
- the Company shall not buy back its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;



- the aggregate maximum amount of the Buyback, i.e. INR 100,00,00,000 (Indian Rupees Orne hundred crore only) does not exceed 10% of the aggregate of the paid-up capital and free reserves (including securities premium) as per the last audited financial statements (both standalone and consolidated) of the Company as on March 31, 2019;
- the number of Equity Shares proposed to be purchased under the Buyback i.e. 1,00,00,000 (One crore) Equity Shares does not exceed 10% of the total Equity Shares in the paid-up equity capital of the Company;
- no public announcement of Buyback shall be made during the pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act;
- the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations;
- the Company shall not withdraw the Buyback offer after the public announcement of the offer of the Buyback 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 shares;
- the Company shall not directly or indirectly purchase its Equity Shares:
 - a) through any subsidiary company including its own subsidiary companies, if any or
 - b) through any investment company or group of investment companies;
- the Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act;
- there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption
 of debentures or payment of interest thereon or redemption of preference shares or payment of
 dividend due to any shareholder, or repayment of any term loans or interest payable thereon to
 any financial institution or banking company;
- the Company shall not buy back locked-in Equity Shares or other specified securities, if any, and non-transferable Equity Shares or other specified securities, if any, till the pendency of the lockin or till the Equity Shares or specified securities become transferable;
- the ratio 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, each on the standalone and consolidated basis, or such other ratio as may be permissible;
- the Company shall transfer from its free reserves or securities premium account and/or such sources
 as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased
 through the Buyback to the capital redemption reserve account and the details of such transfer shall
 be disclosed in its subsequent audited balance sheet;
- the Buyback shall not result in delisting of the Equity Shares from the stock exchanges; and



• as per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members of promoter group, and their associates, 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 date of this resolution till the closing of the Buyback offer.

"RESOLVED FURTHER THAT, the Buyback is being proposed in keeping with the Company's desire to (a) optimize returns to shareholders; (b) enhance overall shareholders value; and (c) optimize the capital structure."

"RESOLVED FURTHER THAT, Mr Dhruv M. Sawhney, Chairman & Managing Director, Mr Tarun Sawhney, Vice Chairman & Managing Director, Mr Nikhil Sawhney, Director, Mr Suresh Taneja, Group CFO and Ms Geeta Bhalla, Group Vice President & Company Secretary be and are hereby singly and severally authorized to make necessary applications to the statutory, regulatory or governmental authorities as may be required under the applicable law; to sign, execute and deliver all such papers, deeds, documents, agreements, undertakings, declarations and forms, which are necessary and incidental thereto and to do all such acts, deeds, things and matters that may be necessary, expedient or proper with regard to the implementation of the Buyback or for matters incidental thereto and Ms Geeta Bhalla, Group Vice President & Company Secretary be and is hereby appointed as the Compliance Officer for the Buyback."

"RESOLVED FURTHER THAT, the powers of the Board in respect of Buyback be and are hereby delegated to the committee comprising Mr Dhruv M. Sawhney, Chairman & Managing Director, Mr Tarun Sawhney, Vice Chairman & Managing Director, Mr Nikhil Sawhney, Lt. Gen. K.K. Hazari (Retd.), Dr. Santosh Pande and Mr J.K. Dadoo, Directors of the Company (the "Buyback Committee")."

"RESOLVED FURTHER THAT, the Buyback Committee be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, usual or proper, in relation to the Buyback, including but not limited to:

- finalizing the terms of Buyback including the mechanism for the Buyback, the schedule of activities
 including the dates of opening and closing of the Buyback, record date, entitlement ratio, the
 timeframe for completion of the Buyback;
- negotiation and execution of escrow arrangement(s) in accordance with the SEBI Buyback Regulations;
- earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback including arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable laws;
- opening, operating and closing of all necessary accounts for this purpose, including bank accounts, trading account, depository accounts (including escrow account), special account, and authorizing persons to operate the such accounts;
- appointing and finalizing the terms of designated stock exchange, merchant bankers, brokers, escrow
 agents, registrars, legal counsel, depository participants, scrutinizer, compliance officer, advertising
 agency and such other intermediaries/ agencies / persons including by the payment of commission,
 brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
- preparing, executing and filing of various documents as may be necessary or desirable in connection
 with or incidental to the Buyback including declaration of solvency, public announcement, draft and
 final letter of offer, extinguishment of Equity Shares and certificate of extinguishment and postcompletion advertisement which are required to be filed in connection with the Buyback on behalf
 of the Board;



- extinguishment of the Equity Shares and filing of certificate of extinguishment required to be filed
 in connection with the Buyback on behalf of the Company and/ or Board, as required under
 applicable law;
- providing such confirmation and opinions as may be required in relation to the Buyback;
- creating and maintaining requisite statutory registers and records and furnishing requisite returns to Appropriate Authorities;
- to deal with stock exchanges (including their clearing corporations), and to sign, execute, and deliver
 such documents as may be necessary or desirable in connection with implementing the Buyback
 using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide
 circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular
 CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any further amendments thereof;
- to sign the documents as may be necessary with regard to the Buyback and use the common seal of
 the Company wherever necessary on relevant documents required to be executed for the Buyback
 and to initiate all necessary actions for preparation and issue of various documents and such other
 undertakings, agreements, papers, documents and correspondence as may be necessary for the
 implementation of the Buyback to the Appropriate Authorities, Registrar of Companies, stock
 exchanges, and depositories;
- settling all such questions, difficulties or doubts that may arise in relation to the implementation of the Buyback;
- carrying out incidental documentation and to prepare applications and submit them to the Appropriate Authorities for their requisite approvals;
- to do all such acts, deeds, matters and things incidental and in connection with the Buyback and sign and deliver such documents as may be necessary, desirable and expedient; and
- delegating all or any of the authorities conferred as above to any authorized representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the Appropriate Authorities or advisors."

"RESOLVED FURTHER THAT, the quorum for any meeting of the Buyback Committee for implementing the Buyback shall be any three (3) Directors and Buyback Committee may regulate its own proceedings and meet as often as required, to discharge its functions and may approve the above resolutions including by way of circular resolutions."

"RESOLVED FURTHER THAT HDFC Bank Limited, be and is hereby appointed as the Manager to the Buyback and HDFC Securities Limited is appointed as the registered broker to the Company in accordance with the relevant provisions of the SEBI Buyback Regulations, on the terms and conditions as set out in the draft engagement letter as placed before the Board and that Mr Suresh Taneja, Group CFO and Ms Geeta Bhalla, Group Vice President & Company Secretary of the Company be and are severally authorised to sign the same (including any amendment thereto) for and on behalf of the Company."

"RESOLVED FURTHER THAT L&L Partners (formerly Luthra & Luthra Law Offices) be and is hereby appointed as legal counsel in relation to the Buyback on the terms and conditions as set out in the draft engagement letter as placed before the Board and Mr Suresh Taneja, Group CFO and Ms Geeta Bhalla, Group Vice President & Company Secretary of the Company be and are severally authorised to sign the same (including any amendment thereto) for and on behalf of the Company."



RESOLVED FURTHER THAT the draft of the public announcement in respect of the Buyback (the "Public Announcement"), be and is hereby approved, in accordance with the SEBI Buyback Regulations for filing with the SEBI, BSE Limited and National Stock Exchange of India Limited (the "Stock Exchanges") and such other authorities or persons as may be required by applicable law.

RESOLVED FURTHER THAT the Public Announcement (including any modification or amendment or corrigendum thereto) be signed by any two of Mr Dhruv M. Sawhney, Chairman & Managing Director, Mr Tarun Sawhney, Vice Chairman & Managing Director, Mr Nikhil Sawhney, Dr. Santosh Pande and Mr J.K. Dadoo, Directors of the Company (one of whom shall be Managing Director), along with Ms Geeta Bhalla, Group Vice President & Company Secretary.

RESOLVED FURTHER THAT Mr Dhruv M. Sawhney, Chairman & Managing Director, Mr Tarun Sawhney, Vice Chairman & Managing Director, Mr Nikhil Sawhney, Director, Mr Suresh Taneja, Group CFO and Ms Geeta Bhalla, Group Vice President & Company Secretary of the Company be and are hereby severally authorized to make corrections or alterations, as may be required for purposes of filing the Public Announcement with the SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and do all acts, deed, matters and things and undertake such other necessary steps to implement the above resolution, including without limitation, to settle any questions, difficulties or doubts that may arise in relation thereto.

RESOLVED FURTHER THAT Wednesday, June 19, 2019 be and hereby is appointed to be the Record Date for the purpose of determining the entitlement and the names of the shareholders who are eligible to participate in the Buyback.

RESOLVED FURTHER THAT M/s Karvy Fintech Private Limited be and is hereby appointed and designated as the Investor Service Center and Registrar for the Buyback in accordance with the applicable laws including the SEBI Buyback Regulations, on the terms and conditions as set out in the draft engagement letter as placed before the Board and that Mr Suresh Taneja, Group CFO and Ms Geeta Bhalla, Group Vice President & Company Secretary of the Company be and are severally authorised to sign the same (including any amendment thereto) for and on behalf of the Company.

RESOLVED FURTHER THAT the BSE Limited, be and is hereby appointed as the designated stock exchange for the purpose of the Buyback

"RESOLVED FURTHER THAT, the common seal of the Company be affixed on relevant documents required to be executed for the Buyback if any, in accordance with the relevant provisions of the Articles of Association of the Company."

"RESOLVED FURTHER THAT, that for the purpose of giving effect to this resolution, Buyback Committee be and is hereby authorized to give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise in relation to the Buyback."

"RESOLVED FURTHER THAT, the Company shall, before opening of the Buyback offer, create an escrow account, either in form of bank guarantee or cash deposit or deposit of securities with appropriate margin or a combination thereof, towards security performance of its obligations as may be prescribed under the Companies Act and the SEBI Buyback Regulations and, on such terms, and conditions as the Board or the Buyback Committee thereof may deem fit."

"RESOLVED FURTHER THAT, no information/ material likely to have a bearing on the decision of the shareholders has been/shall be suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to mis-statement/ misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act and SEBI Buyback Regulations."



"RESOLVED FURTHER THAT, nothing contained herein shall confer any right on any shareholder to offer, or confer any obligation on the Company or the Board or the Buyback Committee to buy back any shares, or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if permitted by law."

"RESOLVED FURTHER THAT, the Company shall maintain a register of Equity Shares bought back wherein details of Equity Shares so bought, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing the Equity Shares and such other particulars as may be prescribed in relation to the Buyback shall be entered and that Ms Geeta Bhalla, Group Vice President & Company Secretary, Mr. Ajay Arora and Mr Rajiv Sawhney, Authorised officials of the Company be and are hereby authorized singly to authenticate the entries made in the said register."

"RESOLVED FURTHER THAT, the particulars of the Equity Share certificates extinguished and destroyed shall be furnished by the Company to the stock exchanges within seven days of such extinguishment or destruction of the certificates and the dematerialised Equity Shares shall be extinguished and destroyed in the manner as specified under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and the bye-laws, circulars, guidelines framed thereunder, each as amended, and that the Company Secretary & Compliance Officer be and is hereby authorized to do all such acts as may be required for this purpose."

"RESOLVED FURTHER THAT any of the Directors or Ms Geeta Bhalla, Group Vice President & Company Secretary be and are hereby severally authorized to send the necessary intimations to the Stock Exchanges in relation to this resolution, as may be required under the SEBI Listing Regulations; to file necessary e-forms with the Registrar of Companies, and to do all such acts, deeds and things or incidental for signing and filing of forms, payment of fees etc. and to do all such other acts, things and deeds, as may be required for the aforesaid purpose or other services as that may be necessary to give effect to the above resolutions."

> /Certified to be true copy/ For Triveni Engineering & Industries Ltd.

Group Vice President & Company Secretary M. No. A9475