

REF: TEIL:SE:

 Date: 10th March, 2023

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

Dear Sir,

Sub: Extinguishment of 2,28,57,142 fully paid-up equity shares of ₹ 1/- each (“Equity Shares”) of Triveni Engineering & Industries Limited (“Company”) bought back at a price of ₹ 350 per Equity Share through the tender offer process pursuant to the SEBI (Buy Back of Securities) Regulations, 2018, as amended (“Buyback Regulations”) and the Companies Act, 2013 as amended (the “Buyback”).

In compliance with Regulation 11 and 24(iv) of the Buyback Regulations, this is to inform you that the Company has extinguished 2,28,57,142 Equity Shares which were in dematerialized form.

In view of the above, please see below a table showing reconciliation of share capital of the Company (Pre and Post Extinguishment):

| S.No. | Particulars | No. of Equity Shares | Amount (Rs.) |
|-------|---|---|--------------|
| 1 | Pre-extinguishment, Issued, Subscribed and Paid-Up Share Capital | 24,17,55,110 fully paid-up Equity Shares of ₹ 1/- each | 24,17,55,110 |
| 2 | Less: Shares bought-back and credited to our account | | |
| | a) Electronic Form | 2,28,57,142 | 2,28,57,142 |
| | b) Physical Form | Nil | Nil |
| 3 | Post Extinguishment, Issued, Subscribed and Paid-Up Share Capital | 21,88,97,968 fully paid-up Equity Shares of ₹ 10/- each | 21,88,97,968 |

The number of Equity Shares bought back in the captioned buyback and the post-Buyback shareholding pattern were disclosed in the post buyback public announcement submitted for your records on March 4, 2023. The post-Buyback shareholding pattern has been reproduced in the **Annexure A** for ease of reference.

We also enclose a copy of the letter dated March 9, 2023 from Central Depository Services (India) Ltd. confirming the extinguishment of 2,28,57,142 Equity Shares, as **Annexure B**.


It is confirmed that the 2,28,57,142 Equity Shares of the Company were extinguished in compliance with and according to the provisions of Regulation 11 of the Buyback Regulations. A copy of the certificate dated March 10, 2023 signed by KFin Technologies Limited (Registrar to the Buyback), S.S. Kothari Mehta and Company (Statutory Auditors of the Company) and the Company confirming that the extinguishment of 2,28,57,142 Equity Shares is in compliance with Regulations 11 of the SEBI Buyback Regulations in this regard is enclosed as **Annexure C**.



You are requested to please take the above information on your records.

Thanking you.

For Triveni Engineering & Industries Limited


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



Encl: as above

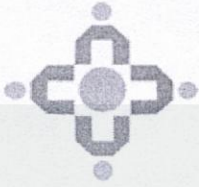
Annexure A

The shareholding pattern of the Company, pre and post Buyback, is as under:

| Category of Shareholder | Pre-Buyback | | Post-Buyback | |
|---|----------------------|--|----------------------|--|
| | No. of Equity Shares | % to the existing Equity Share capital | No. of Equity Shares | % to the post-Buyback Equity Share Capital |
| Promoters and members of the Promoter Group, and persons acting in concert (collectively "the Promoters") * | 14,80,14,783 | 61.23% | 13,34,91,162 | 60.98% |
| Foreign Investors (including Non-Resident Indians, FIIs) | 1,64,46,126 | 6.80% | 8,54,06,806 | 39.02% |
| Financial Institutions / Banks & Mutual Funds promoted by Banks/ Institutions | 1,93,63,131 | 8.01% | | |
| Others (Public, Public Bodies Corporate etc.) | 5,79,31,070 | 23.96% | | |
| Total | 24,17,55,110 | 100.00% | 21,88,97,968 | 100.00% |

Subhakar





Central Depository Services (India) Limited

Annexure - B



March 09, 2023

CDSL/OPS/IPO-CA/2022-23/CA-355221.002

The Company Secretary,
Triveni Engineering And Industries Limited
8th Floor, Express Trade Tower
15-16, Sector 16-A
Noida, Uttar Pradesh,
India - 201301

Dear Sir,

Sub:- Buyback

This is to inform you that the file uploaded by you / your PTA for the above mentioned purpose, has been successfully processed at Central Depository Services (India) Limited. The details of the same are as follows:

| CA Seq. No. | ISIN | Type Of Security | Date Effected | No. of Records | No. of Securities |
|-------------|----------------------------|---|---------------|----------------|-------------------|
| 355221.002 | Debit ISIN INE256C01024 | Triveni Engineering & Industries Limited -New Re 1- After Split | 08-Mar-2023 | 1 | 22857142 |

Thanking you,

Yours faithfully,
For Central Depository Services (India) Limited

Sachin Kalsulkar
Deputy Manager – Operations

c.c Kfin Technologies Limited

Digitally signed by SACHIN ARVIND KALSULKAR
Date: 2023.03.09 10:24:18 +05:30

Regd. Office : Marathon Futurex, Mafatlal Mill Compounds, A-Wing, 25th floor, N M Joshi
Marg, Lower Parel (East), Mumbai - 400013.

Phone: 91 - 22-2302-3333 • Fax: 91 - 22 - 2300 2035/2036. CIN: L67120MH1997PLC112443

Website : www.cdslindia.com

Date: March 10, 2023

To,

The Board of Directors
Triveni Engineering & Industries Limited
A-44, Hosiery Complex,
Phase II Extension,
Noida - 201 305, Uttar Pradesh

Dear Sir / Madam,

Sub: Auditor's certificate with respect to Extinguishment of shares pursuant to buyback of 2,28,57,142 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 350/- per Equity Share, through the tender offer process, pursuant to Regulation 11 of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations") and the Companies Act, 2013, as amended ("Buyback")

- I. This certificate is issued in accordance with the terms of our engagement letter dated November 01, 2022 with Triveni Engineering & Industries Limited ("Company").
- II. At the request of the Company, we have examined the attached certificate of extinguishment of equity shares bought-back by the Company (the "**Statement**"), prepared by the Company and signed by us for identification purposes. The Statement has been prepared, and this certificate is issued, in connection with Regulation 11 of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "**Buyback Regulations**").

Management's Responsibility

- III. Management is responsible for:
 1. The preparation of the Statement including the preparation and maintenance of all accounting and other relevant supporting records and documents including obtaining confirmation from the Central Depository Services (India) Limited ("CDSL") for extinguishment of 2,28,57,142 Equity shares in dematerialized form. This responsibility includes the design, implementation and maintenance of 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; and
 2. The Management is also responsible for ensuring that the Company complies with the requirements of the Regulations and the Companies Act, 2013 in relation to the buyback of Equity Shares and for providing all the information to SEBI .

Auditor's Responsibility

- IV. Our responsibility, for the purpose of this certificate, is limited to certifying the particulars contained in the Statement on the basis of verification of relevant records and documents maintained and obtained by the Company and furnished for the purpose.
- V. We have performed the following procedures on the Statement:
1. We have obtained the transaction statement of the Company's depository account number 1204750000063396, opened and maintained by the Company with Ambit Capital Private Limited, *inter-alia*, giving the details of equity shares bought-back through the tender offer and the corresponding extinguishment done by Central Depository Services (India) Limited on March 8, 2023.
 2. We noted that number of shares bought-back and number of shares extinguished are equal.
 3. We received from the Company, a letter bearing reference number CDSL/OPS/IPO-CA/2022-23/CA-355221.002 dated March 09, 2023 issued by Central Depository Services (India) Limited for extinguishment of the equity shares of the Company in dematerialized form, bought-back under the buyback offer. We have relied on the letter, as made available by the Company, and have performed no independent procedures in this regard.
 4. Verified that the number of equity shares extinguished by Central Depository Services (India) Limited tallies with the equity shares debited in the aforesaid depository account number 1204750000063396, opened and maintained by the Company with Ambit Capital Private Limited.
 5. Performed necessary inquiries with the management and obtained necessary representations from the management.
- VI. We have relied on the management's representations that the Company has used only one depository account, bearing number 1204750000063396, opened and maintained by the Company with Ambit Capital Private Limited for buyback of the equity shares.
- VII. We have conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

- VIII. 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.

Opinion

- IX. On the basis of our verification as stated above and according to the information, explanation and representations provided to us by the Management of the Company, we certify that the particulars furnished by the Company in the said Statement, are in agreement with the relevant records and documents maintained by the Company as on the date of certificate and the extinguishment is in compliance and in accordance with the provision of Regulation 11 of the Regulations and Securities and Exchange Board of India (Depository and Participants) Regulation, 2018 and the by-laws framed thereunder.

Restriction on use

- X. This certificate has been issued for the sole use of the Board of Directors of the Company, to whom it is addressed, for submission to the SEBI and to the Stock Exchanges where the securities of the Company are listed pursuant to the Regulation and should not be used by any other person or for any other purpose. We neither accepts nor assumes any duty or liability for any other purpose or to any other party to whom our report is shown or into whose hands it may come without our prior consent in writing.

For S S Kothari Mehta and Company

Chartered Accountants

Firm Registration Number: 00000736N

JALAJ
Digitally signed
by JALAJ SONI
Date:
2023.03.10
17:20:44
+05'30'

Jalaj Soni

Partner

Membership Number: 528799

UDIN: 23528799BGWHVY4781

Place: New Delhi

Date: March 10, 2023

Encl. Certificate of Extinguishment of Equity Shares bought-back by Triveni Engineering & Industries Limited

STATEMENT OF EXTINGUISHMENT OF EQUITY SHARES BY TRIVENI ENGINEERING & INDUSTRIES LIMITED

The certificate issued is being issued in compliance of with requirements of Regulation 11 of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (“SEBI Buyback Regulations”).

Pursuant to the Public Announcement dated December 12, 2022, which was published on December 13, 2022, and the Letter of Offer dated February 10, 2023, the tendering period for the Buyback opened on February 16, 2023 and closed on March 1, 2023 (“Tendering Period”). The company has bought back 2,28,57,142 fully paid-up equity shares of the face value of INR 1/- each (“Equity Shares”) from its existing shareholders through tender offer route at a price of INR 350/- per Equity Share. The following are the details of the Equity Shares bought back by the Company during the Tendering Period and extinguished.

A. EQUITY SHARES IN DEMATERISED FORM

| Name of the Depository | Name of the Depository Participant and DP ID No. | Company's Client ID No. | Date of Extinguishment | Number of Equity Shares Extinguished |
|---|--|-------------------------|------------------------|--------------------------------------|
| Central Depository Services (India) Limited | Ambit Capital Private Limited 12047500 | 00063596 | March 8, 2023 | 2,28,57,142 |

B. EQUITY SHARES IN PHYSICAL FORM:

| Sr. No. | Date of Extinguishment | Folio No. | Number of Equity Shares extinguished | Certificate Nos. | Distinctive Nos. |
|---------|------------------------|-----------|--------------------------------------|------------------|------------------|
| Nil | | | | | |

C. TOTAL NUMBER OF EQUITY SHARES EXTINGUISHED DESTROYED (A+B)

Total number of Equity Shares extinguished destroyed (A+B): 2,28,57,142 Equity Shares

It is certified that the above Equity Shares of the Company, being in dematerialized form were extinguished in compliance with and according to the provisions of Regulation 11 of the Buyback Regulations, as amended from time to time.

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

DHRUV MANMOHAN SAWHNEY
Chairman & Managing Director
DIN: 00102999

NIKHIL SAWHNEY
Non-Executive Director
DIN: 00029028

GEETA BHALLA
Group Vice President and
Company Secretary
Membership No.: A9475

The Statutory Auditors, S S Kothari Mehta and Company, and the Registrar to the Buyback, KFin Technologies Limited have initialed this certificate for identification purpose only.

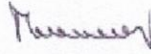
For S S Kothari Mehta and Company
Chartered Accountants
FRN: 000756N

JALAJ Digitally signed
by JALAJ SONI
SONI Date: 2023.03.10
17:21:22 +05'30'

Jalaj Soni
Partner
Membership Number: 528799

Date: March 10, 2023
Place: New Delhi

For KFin Technologies Limited



M. Murli Krishna
Vice President

Date: March 10, 2023
Place: Hyderabad

Enclosed: Confirmation letter dated March 9, 2023 from Central Depository Services (India) Limited for extinguishment of Equity Shares in the dematerialised form.