

TRIVENI ENGINEERING & INDUSTRIES LIMITED

CIN: L15421UP1932PLC022174

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

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POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF THE EQUITY SHARES OF TRIVENI ENGINEERING & INDUSTRIES LIMITED

This post Buyback public announcement ("Post-Buyback Public Announcement") is being made in accordance with the Regulation 24(vi) 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").

This Post-Buyback Public Announcement should be read in conjunction with the public announcement dated August 11, 2020 which was published on August 12, 2020 ("Public Announcement") and the letter of offer dated September 23, 2020 ("Letter of Offer"), issued in connection with the Buyback. Unless specifically defined herein, capitalised terms and abbreviations used herein have the same meaning as ascribed to them in the Public Announcement and the Letter of Offer.

1. THE BUYBACK

1.1 Triveni Engineering & Industries Limited ("Company") had announced the Buyback of not exceeding 61,90,000 (Sixty One Lakh Ninety Thousand only) fully paid-up equity shares of the Company of the face value of INR 1 each ("Equity Shares") from the shareholders/beneficial owners of Equity Shares as on August 28, 2020 (the "Record Date"), on a proportionate basis, through the "tender offer" process, at a price of INR 105 (Indian Rupees One Hundred Five only) per Equity Share, payable in cash, for an aggregate maximum amount not exceeding INR 64,99,50,000 (Indian Rupees Sixty Four Crores Ninety Nine Lakhs Fifty Thousand only), excluding Transaction Costs (the "Buyback Offer Size") (the process being referred hereinafter as the "Buyback"). The Buyback Offer Size represents 5.31% and 5.03% 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, 2020 on a standalone and consolidated basis respectively.

1.2 The Company had adopted the Tender Offer route for the purpose of Buyback. The Buyback was implemented by the Company through the "Mechanism for acquisition of shares through Stock Exchange", as provided under the SEBI Buyback Regulations and circular no CIR/CFD/POLICYCELL/11/2015 dated April 13, 2015 read with circular no CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, issued by the Securities and Exchange Board of India ("SEBI").

1.3 The Buyback Opening Date was Monday, October 05, 2020 and the Buyback Closing Date was Friday, October 16, 2020.

2. DETAILS OF THE BUYBACK

2.1 The Company bought back an aggregate of 61,90,000 (Sixty One Lakh Ninety Thousand only) Equity Shares, at the price of INR 105.00 per Equity Share.

2.2 The total amount utilized in the Buyback was INR 64,99,50,000.00 (Indian Rupees Sixty Four Crores Ninety Nine Lakhs Fifty Thousand only), excluding Transaction Costs.

2.3 The Registrar to the Buyback i.e. KFin Technologies Private Limited ("Registrar"), considered a total of 13,001 valid bids for 129,979,995 Equity Shares in response to the Buyback, resulting in the tender of approximately 21.00 times the maximum number of Equity Shares proposed to be bought back. The details of the valid bids considered by the Registrar are as follows:

Category	No. of Equity Shares Reserved in the Buyback	No. of valid Bids	Total Equity Shares Tendered	Response (%)
Reserved category for Small Shareholders	9,28,500	11,975	41,45,667	446.49
General Category for all other Eligible Shareholders	52,61,500	1,026	12,58,34,328	2,391.61
Total	61,90,000	13,001	12,99,79,995	2,099.84

2.4 All valid bids were considered for the purpose of Acceptance in accordance with the SEBI Buyback Regulations and the Letter of Offer. The communication of acceptance/rejection has been dispatched by the Registrar to the eligible Equity Shareholders on Wednesday, October 21, 2020.

2.5 The settlement of all valid bids was completed by Indian Clearing Corporation Limited ("ICCL") on Wednesday, October 21, 2020. ICCL has made direct funds pay-out to Eligible Shareholders whose shares have been accepted under the Buyback. If bank account details of any Eligible Shareholders were not available or if the funds transfer instruction was rejected by the Reserve Bank of India/ relevant bank(s), due to any reasons, then the amount payable to the concerned shareholder will be transferred to the Shareholder Broker for onward transfer to such shareholders.

2.6 Equity Shares held in dematerialized form accepted under the Buyback were transferred to the Company Demat Account on Wednesday, October 21, 2020. The unaccepted dematerialized Equity Shares have been returned to respective Eligible Shareholders /custodians by ICCL on Wednesday, October 21, 2020.

2.7 The extinguishment of 61,90,000 Equity Shares accepted under the Buyback, shall be completed by Wednesday, October 28, 2020.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

3.1 The capital structure of the Company pre and post Buyback is set forth below:

Particulars	Pre Buyback	Post Buyback
Authorised share capital	INR 50,00,00,000 (50,00,00,000 Equity Shares of INR 1 each) INR 20,00,00,000 (2,00,00,000 Preference Shares of INR 10 each)	INR 50,00,00,000 (50,00,00,000 Equity Shares of INR 1 each) INR 20,00,00,000 (2,00,00,000 Preference Shares of INR 10 each)
Issued share capital	INR 24,79,53,110 (24,79,53,110 Equity Shares of INR 1 each)	24,17,63,110* (24,17,63,110 Equity Shares of INR 1 each)
Subscribed and paid up share capital	INR 24,79,46,710 (24,79,45,110 fully paid up equity shares of INR 1 each and paid up value of INR 1,600 on 8,000 forfeited shares)	INR 24,17,56,710 (24,17,55,110 fully paid up equity shares of INR 1 each and paid up value of INR 1,600 on 8,000 forfeited shares)

*Subject to extinguishment of 61,90,000 Equity Shares.

3.2 Details of Eligible Shareholders from whom Equity Shares exceeding 1% of the total Equity Shares have been accepted under the Buyback are as under:

S.No	Name	No. of Equity Shares accepted under the Buyback Offer	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of total post Buyback Equity Capital of the Company
1	STFL TRADING AND FINANCE PRIVATE LIMITED	18,91,950	30.56%	0.78%
2	DHRUV MANMOHAN SAWHNEY	9,17,083	14.82%	0.38%
3	RATI SAWHNEY	4,25,572	6.88%	0.18%
4	NIKHIL SAWHNEY	3,49,196	5.64%	0.14%
5	TARUN SAWHNEY	3,35,887	5.43%	0.14%
6	DSP SMALL CAP FUND	1,77,276	2.86%	0.07%
7	ANIL KUMAR GOEL	1,52,387	2.46%	0.06%
8	MAN MOHAN SAWHNEY HUF	1,03,156	1.67%	0.04%

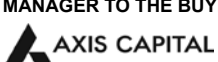
3.3 The shareholding pattern of the Company pre and post Buyback is set forth below:

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 persons acting in Concert (Collectively "the Promoters")	16,94,62,677	68.35	16,54,39,263	68.43
Foreign Investors (Including Non-Resident Indians, FII's)	97,62,411	3.94	7,63,15,847	31.57
Financial Institutions/Banks & Mutual Funds promoted by Banks/Institutions and Insurance Companies	86,13,831	3.47		
Others (Public, Public Bodies Corporate etc.)	6,01,06,191	24.24		
Total	24,79,45,110	100.00	24,17,55,110	100.00

*As on August 28, 2020

Subject to extinguishment of 61,90,000 Equity Shares

4. MANAGER TO THE BUYBACK



Axis Capital Limited

1st Floor, Axis House, C-2 Wadia International Centre, P. B. Marg, Worli, Mumbai - 400 025, Maharashtra, India
Tel: +91 22 4325 2183; Fax: +91 22 4325 3000, E-mail: teil.buyback@axiscap.in

Contact Person: Mr. Ankit Bhatia

5. Directors' responsibility

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Post Buyback Public Announcement and confirms that the information included herein contains true, factual and material information and does not contain any misleading information.

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

Sd/-
Dhruv Manmohan Sawhney
Chairman & Managing Director
DIN: 00102999

Sd/-
Tarun Sawhney
Vice Chairman & Managing Director
DIN: 00382878

Sd/-
Geeta Bhalla
Group Vice President & Company Secretary
M. No.: A9475