

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



TRIVENI ENGINEERING & INDUSTRIES LIMITED

Corporate Identity Number (CIN): L15421UP1932PLC022174

Registered Office: A-44 Hosiery Complex, Phase II Extension, Noida-201305, Uttar Pradesh

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 4311010-11 | E-mail: shares@trivenigroup.com | Website: www.trivenigroup.com
Contact Person: Geeta Bhalla, Group Vice President and Company Secretary

OFFER TO BUYBACK UP TO 2,28,57,142 (TWO CRORES TWENTY EIGHT LAKHS FIFTY SEVEN THOUSAND ONE HUNDRED AND FORTY TWO ONLY) FULLY PAID-UP EQUITY SHARES HAVING A FACE VALUE OF ₹ 1/- (INDIAN RUPEE ONE ONLY) EACH OF THE COMPANY ("EQUITY SHARES") AT A PRICE OF ₹ 350/- (INDIAN RUPEES THREE HUNDRED AND FIFTY ONLY) PER EQUITY SHARE, PAYABLE IN CASH, FOR AN AGGREGATE MAXIMUM AMOUNT NOT EXCEEDING ₹800 CRORES (INDIAN RUPEES EIGHT HUNDRED CRORES ONLY) EXCLUDING THE TRANSACTION COSTS (AS DEFINED BELOW), ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER ROUTE.

- This offer opening advertisement ("Offer Opening Advertisement") is being issued by Triveni Engineering & Industries Limited (the "Company"), to the Equity Shareholder(s) / Beneficial Owner(s) holding Equity Shares as on the Record Date (i.e., Friday, December 23, 2022) ("Eligible Shareholders"), for buyback of up to 2,28,57,142 (Two Crores Twenty Eight Lakhs Fifty Seven Thousand One Hundred and Forty Two only) Equity Shares from the Eligible Shareholders on a proportionate basis, through the "tender offer" route in accordance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations") at a price of ₹ 350/- (Indian Rupees Three Hundred and Fifty only) per Equity Share, payable in cash, for an aggregate maximum amount not exceeding ₹800 crores (Indian Rupees Eight Hundred Crores only) excluding any expenses incurred or to be incurred for the buyback viz. brokerage, costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, filing fees, printing and dispatch expenses and other incidental and related expenses and charges ("Transaction Costs").
- This Offer Opening Advertisement should be read in continuation of and in conjunction with the letter of offer dated February 10, 2023 along with form of acceptance cum acknowledgement and Share Transfer Form (Form SH-4) ("Letter of Offer"). This Offer Opening Advertisement is being published in all editions of the English national daily newspaper, namely Business Standard, and in all editions of the Hindi national daily newspaper, Business Standard.
- In terms of Regulation 8(i) of the Buyback Regulations, the Draft Letter of Offer was submitted to SEBI on December 15, 2022. SEBI, vide its letter bearing reference no. SEBI/HO/CFD/CFD-RAC-DCR1/P/OW/2023/5338/1 dated February 08, 2023 ("SEBI Observation Letter"), issued its comments on the Draft Letter of Offer in terms of Regulation 8(ii) of the Buyback Regulations. These comments have been suitably incorporated in the Letter of Offer.
- The dispatch of the Letter of Offer to the Eligible Shareholders of the Company holding Equity Shares on the Record Date i.e., December 23, 2022, has been completed on Monday, February 13, 2023, through electronic mode to the shareholders whose e-mail ids are available with the Company/the depositories, and through registered post for all the remaining shareholders.
- The Letter of Offer (including the Tender Form and SH-4) are available on the website of the Company at www.trivenigroup.com and also on the websites of the Securities and Exchange Board of India at www.sebi.gov.in, the NSE at www.nseindia.com, BSE at www.bseindia.com, and on the direct web link of the website of the Registrar to the Buyback at <https://kosmic.kfintech.com/karisma/buybackoffer2.aspx>. In case of non-receipt of the Letter of Offer, the Eligible Shareholders, if they so desire, may download the Letter of Offer or the Tender Forms from the websites indicated above.
- It may please be noted that 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 SEBI Circular CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 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 Buyback Committee, on such terms and conditions as may be permitted by law from time to time. The Buyback is open to all Eligible Shareholders/ beneficial owners holding Equity Shares either in physical and/or in dematerialized form as on Record Date. In this regard, the Company has requested BSE, being the designated stock exchange ("Designated Stock Exchange"), to provide a separate window (the "Acquisition Window") to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by BSE from time to time. All Eligible Shareholders may place orders in the Acquisition Window, through their respective stock brokers ("Seller Member(s)") during the normal trading hours of the secondary market. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders.
For detailed process of tendering of Equity Shares by Eligible Shareholders, please refer to paragraph 22 (Procedure for Tender Offer and Settlement) from page numbers 43 to 53 of the Letter of Offer.
- In the event the Seller Member(s) of any Eligible Shareholder is not registered with BSE as a trading member/stockbroker, then that Eligible Shareholder can approach any BSE registered stock broker and can register himself by using web based unique client code application ("UCC") facility through that 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 himself by using UCC facility through any other registered stock broker, then that Eligible Shareholder may approach the Company's Broker i.e., Ambit Capital Private Limited, to place their bids, subject to completion of KYC requirements as required by the Company's Broker.
- The direct web link of the website of the Registrar to the Buyback for downloading the Letter of Offer, Tender Form and Share Transfer Form is <https://kosmic.kfintech.com/karisma/buybackoffer2.aspx>.
- The schedule of activities for the Buyback is as follows:

Sr. No.	Activity	Schedule of Activities	
		Day	Date
1.	Date of Board Meeting approving the proposal for the Buyback	Saturday	November 05, 2022
2.	Date of declaration of the result of the postal ballot for passing special resolution by the Equity Shareholders of the Company, approving the Buyback	Monday	December 12, 2022
3.	Date of Public Announcement for the Buyback	Monday	December 12, 2022
4.	Date of publication of the Public Announcement for the Buyback in newspapers	Tuesday	December 13, 2022
5.	Record Date for determining the names of the Eligible Shareholders and the Buyback Entitlement	Friday	December 23, 2022
6.	Buyback Opening Date	Thursday	February 16, 2023
7.	Buyback Closing Date	Wednesday	March 01, 2023
8.	Last date of receipt of completed Tender Form and other specified documents including physical certificates (if and as applicable) by the Registrar to the Buyback	Wednesday	March 01, 2023
9.	Last date of verification of Tender Forms by Registrar to the Buyback	Friday	March 10, 2023
10.	Last date of intimation to the Stock Exchanges regarding Acceptance/ non-acceptance of tendered Equity Shares by the Registrar to the Buyback	Friday	March 10, 2023
11.	Last date of completion of settlement of bids on the DSE	Monday	March 13, 2023
12.	Last date of dispatch of share certificate(s) by the Registrar to the Buyback // return of unaccepted Demat Shares by the Stock Exchanges to Eligible Shareholders / payment to Eligible Shareholders.	Monday	March 13, 2023
13.	Last date of extinguishment of the Equity Shares bought back	Monday	March 20, 2023

Note: Where last dates are mentioned for certain activities, such activities may take place on or before the respective last dates.

- The non-receipt of the Letter of Offer by, or accidental omission to dispatch the Letter of Offer to any person who is eligible to receive the same to participate in the buyback, shall not invalidate the buyback in any manner.
- In case of non-receipt of Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the Buyback by applying on the Tender Form downloaded from the Company's website, i.e. www.trivenigroup.com or direct web link of the website of the Registrar to the Buyback, i.e., <https://kosmic.kfintech.com/karisma/buybackoffer2.aspx> or by providing their application on plain paper in writing signed by all Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name), stating name and address of the Eligible Shareholder(s), number of Equity Shares held as on the Record Date, Registered Folio number, Client ID number, DP Name/ID, beneficiary account number, number of Equity Shares tendered for the Buyback and other relevant documents. Eligible Shareholder(s) who intend to participate in the Buyback using the 'plain paper' option as mentioned in this paragraph are advised to confirm their entitlement from the Registrar to the Buyback Offer, before participating in the Buyback. For further details, please refer to the procedure as mentioned in paragraph 22.25 of the Letter of Offer.
- In terms of Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board of Directors accepts responsibility for all the information contained in this Offer Opening Advertisement and confirms that this Offer Opening Advertisement contains true, factual and material information and does not contain any misleading information.
- This Offer Opening Advertisement is expected to be available on SEBI's website at www.sebi.gov.in.
- All capitalised terms used but not defined herein shall have the respective meanings prescribed to them in the Letter of Offer.

MANAGER TO THE BUYBACK	REGISTRAR TO THE BUYBACK
<p>Ambit Private Limited Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013 Tel No.: +91 22 6623 3030; Contact Person: Miraj Sampat / Jatini Jain Email: teil.buyback@ambit.co; Website: www.ambit.co Investor Grievance Email: customerservicemb@ambit.co SEBI Registration No.: INM000010585 Validity Period: Permanent CIN: U65923MH1997PTC109992</p>	<p>KFin Technologies Limited Selenium, Tower B, Plot No. 31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi - 500 032, Telangana, India Tel No.: +91 40 6716 2222 Toll Free No.: 1800 309 4001 Contact Person: M Murlikrishna Email: teil.buyback@kfintech.com Website: www.kfintech.com Investor Grievance Email: einward.ris@kfintech.com SEBI Registration No.: INR000000221 Validity Period: Permanent CIN: L72400TG2017PLC117649</p>

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

Sd/- Tarun Sawhney Vice Chairman and Managing Director DIN: 00382878	Sd/- Nikhil Sawhney Non-Executive Director DIN: 00029028	Sd/- Geeta Bhalla Group Vice President and Company Secretary Membership No. - A9475
--	--	---

Place: Noida
Date : February 13, 2023