

# TRIVENI ENGINEERING & INDUSTRIES LIMITED

Corporate Identity Number (CIN): L15421UP1932PLC022174

Registered Office: A-44, Hosiery Complex, Phase II Extension, Noida-201 305, Uttar Pradesh

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

This post-Buyback public announcement ("Post-Buyback Public Announcement") is being made in accordance with 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") regarding completion of the Buyback.

This Post-Buyback Public Announcement should be read in conjunction with the public announcement dated December 12, 2022, published on December 13, 2022 ("Public Announcement"), the letter of offer dated February 10, 2023 ("Letter of Offer") and the offer opening advertisement dated February 13, 2023, published on February 14, 2023 ("Offer Opening Advertisement") issued in connection with the Buyback. Unless specifically defined herein, capitalised terms and abbreviations used herein shall have the same meaning as ascribed to them in the Letter of Offer.

### 1. THE BUYBACK

- Triveni Engineering & Industries Limited ("Company") had announced the buyback of 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 of the Company having the face value of INR 1/- each (Indian Rupees One only) ("Equity Shares"), representing 9.45% of the total number of Equity Shares in the total paid-up equity capital of the Company as per the audited half yearly / interim financial statements as at and for the period ended September 30, 2022, from all Eligible Shareholders (Equity Shareholders as on the Record Date, being Friday, December 23, 2022) on a proportionate basis, through the 'tender offer' process, at a price of INR 350/- (Indian Rupees Three Hundred and Fifty only) per Equity Share, payable in cash, for an aggregate maximum amount not exceeding INR 800,00,00,000/- (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") (such maximum amount hereinafter referred to as the "Buyback Offer Size").
- The Buyback Offer Size represents 24.51% and 24.48% of the aggregate of the Company's fully paid-up equity capital and free reserves as on September 30, 2022 based on the audited half yearly / interim standalone and consolidated financial statements of the Company, respectively. The number of Equity Shares bought back constituted 9.45% of the total number of Equity Shares in the total paid-up equity capital of the Company as of September 30, 2022.
- The Company had adopted the Tender Offer route for the purpose of Buyback. The Buyback was implemented through the "Mechanism for acquisition of shares through Stock Exchange", as provided under the SEBI Buyback Regulations and circular no. CIR/CFD/ POLICYCELL/1/2015 dated April 13, 2015 read with circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, issued by the Securities and Exchange Board of India ("SEBI"). For the purposes of the Buyback, BSE Limited was the designated stock exchange.
- The Buyback Opening Date was Thursday, February 16, 2023, and the Buyback Closing Date was Wednesday, March 1, 2023.

### 2. DETAILS OF THE BUYBACK

- 2,28,57,142 (Two Crores Twenty Eight Lakhs Fifty Seven Thousand One Hundred and Forty Two only) Equity Shares were bought back pursuant to the Buyback, at a price of INR 350/- (Indian Rupees Three Hundred and Fifty Only) per Equity Share.
- The total amount utilized in the Buyback was INR 800,00,00,000/- (Indian Rupees Eight Hundred Crores only), excluding Transaction Costs.
- The Registrar to the Buyback i.e., KFin Technologies Limited ("Registrar"), considered a total of 20,749 valid bids for 166,980,425 Equity Shares in response to the Buyback. The details of the valid bids considered by the Registrar are as follows:

Category	Number of Equity Shares reserved in the Buyback	Number of valid bids	Total Equity Shares validly Tendered	Response (%)
Reserved Category for Small Shareholders	34,28,572	18,484	23,76,406	69.31%
General Category for all other Eligible Shareholders	1,94,28,570	2,265	16,46,04,019	847.22%
<b>Total</b>	<b>2,28,57,142</b>	<b>20,749</b>	<b>16,69,80,425</b>	<b>730.54%</b>

- 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 relevant Eligible Shareholders on March 3, 2023.
- The settlement of all valid bids was completed by Indian Clearing Corporation Limited ("ICCL") on March 3, 2023. ICCL has made direct funds pay-out to Eligible Shareholders whose Equity 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 was transferred to the Shareholder Broker for onward transfer to their respective shareholders.
- Equity Shares accepted under the Buyback were transferred to the Company Demat Account on March 3, 2023. The unaccepted Equity Shares have been returned to respective Eligible Shareholders / Shareholders brokers / custodians and lien has been removed by ICCL on March 3, 2023. No Equity Shares held in physical form were validly tendered or accepted under the Buyback.
- The extinguishment of 2,28,57,142 (Two Crores Twenty Eight Lakhs Fifty Seven Thousand One Hundred and Forty Two only) Equity Shares accepted under the Buyback is currently under process and shall be completed in accordance with the SEBI Buyback Regulations on or before March 10, 2023.

### 3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- The capital structure of the Company before and after the completion of the Buyback is set forth below:

Particulars	Pre-Buyback*	Post completion of the Buyback
Authorised share capital	INR 50,00,00,000 (50,00,00,000 Equity Shares of INR 1 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)	INR 20,00,00,000 (2,00,00,000 Preference Shares of INR 10 each)
Issued share capital	24,17,63,110 (24,17,63,110 Equity Shares of INR 1 each)	21,89,05,968 (21,89,05,968 Equity Shares of INR 1 each)#
Subscribed and paid-up share capital	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)	INR 21,88,99,568 (21,88,97,968 fully paid up equity shares of INR 1 each and paid up value of INR 1,600 on 8,000 forfeited shares)#

\*As on the date of the Letter of Offer, i.e., February 10, 2023.

#Subject to extinguishment of 2,28,57,142 Equity Shares.

- Details of Eligible Shareholders from whom Equity Shares exceeding 1% of the total Equity Shares bought back under the Buyback are as under:

Sr. No.	Name of Shareholder	Number of Equity Shares accepted under the Buyback	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	79,50,991	34.79	3.63
2	Dhruv Manmohan Sawhney	20,50,800	8.97	0.94
3	Rati Sawhney	13,83,619	6.05	0.63
4	Nikhil Sawhney	13,81,262	6.04	0.63
5	Tarun Sawhney	13,25,977	5.80	0.61
6	DSP Mutual Fund (Multiple Schemes)	10,27,117	4.49	0.47
7	Anil Kumar Goel	8,58,320	3.76	0.39
8	Man Mohan Sawhney HUF	4,28,599	1.88	0.20
9	Nippon Life India Trustee Ltd - A/C Nippon India Small Cap Fund	3,20,878	1.40	0.15

#Subject to extinguishment of 2,28,57,142 Equity Shares.

- The shareholding pattern of the Company before and after completion of the Buyback is set out below:

Category of Shareholder	Pre-Buyback*		Post-Buyback#	
	Number of Equity Shares	% to the existing Equity Share capital	Number of Equity Shares	% to the post-Buyback Equity Share Capital
Promoters and members of the promoter group, and persons acting in concert (collectively "the Promoter")	14,80,14,783	61.23	13,34,91,162	60.98
Foreign Investors (including Non-Resident Indians / FIIs / Foreign Mutual Funds)	1,64,46,126	6.80	8,54,06,806	39.02
Financial Institutions / Banks / 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		
<b>Total</b>	<b>24,17,55,110</b>	<b>100.00</b>	<b>21,88,97,968</b>	<b>100.00</b>

\*As on the date of the Letter of Offer i.e., February 10, 2023.

#Subject to extinguishment of 2,28,57,142 Equity Shares.

### 4. MANAGER TO THE BUYBACK

**Ambit Private Limited**  
Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013  
Tel No.: +91 22 6623 3030;  
Contact Person: Miraj Sampat / Jatin 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

### 5. DIRECTORS' RESPONSIBILITY

In terms of Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors accepts responsibility for all the information contained in this Post-Buyback Public Announcement and confirms that it contains true, factual and material information and does not contain any misleading information. This Post-Buyback Public Announcement is issued under the authority of the Board and in terms of the resolution passed by the Buyback Committee in its meeting held on March 3, 2023.

For and on behalf of the Board of Directors of  
**TRIVENI ENGINEERING & INDUSTRIES LIMITED**

Sd/-

Sd/-

Sd/-

**Tarun Sawhney**  
Vice Chairman and Managing Director  
DIN: 00382878

**Nikhil Sawhney**  
Non-Executive Director  
DIN: 00029028

**Geeta Bhalla**  
Group Vice President Company Secretary  
Membership No. - A9475

Date : March 3, 2023

Place : Noida