

TOFSL TRADING AND INVESTMENTS LTD.

Corporate Office : 8th Floor, Express Trade Towers
15-16, Sector 16-A
Noida-201301, U.P., India
Phones : +91-120-4308000
Fax : +91-120-4311010-11

January 3, 2012

By Courier

<p>The Deputy General Manager Department of Corporate Services, Bombay Stock Exchange Ltd. 1st Floor, New Trading Ring Routunda Building P.J. Tower, Dalal Street, Fort MUMBAI - 400 001</p> <p>Fax- 022-22723121/ 22723719</p> <p>STOCK CODE: 532356</p>	<p>The Asst. Vice President, Listing Department National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra (E) MUMBAI - 400 051</p> <p>Fax – 022-26598237/26598238</p> <p>STOCK CODE: TRIVENI</p>
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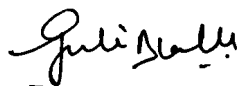
Sub: Disclosures under SEBI Regulations

Dear Sirs,

Please find enclosed the disclosures u/r 29(2) & 13(4A) of the SEBI (SAST) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 1992 respectively in respect of sale of 18,98,351 equity shares of Re.1/- each of Triveni Engineering & Industries Limited by way of inter-se transfer amongst promoters under SEBI (SAST) Regulations, 2011 through block deal on the Bombay Stock Exchange and also through off-market.

You are requested to kindly take the same on record.

Yours faithfully
For TOFSL Trading & Investments Ltd.


Director

Encl: As above

CC: Triveni Engineering & Industries Ltd.
Deoband, District Saharanpur, UP-247554
&
8th Floor, Express Trade Towers,
15-16, Sector 16A, Noida-201 301.

**FORMAT FOR DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION
OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

1. Name of the Target Company (TC)	Triveni Engineering & Industries Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	TOFSL Trading & Investments Ltd. (Seller)		
3. Whether the acquirer belongs to Promoter/Promoter group	Yes		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange Ltd National Stock Exchange of India Ltd		
5. Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)
<u>Before the acquisition/disposal under consideration, holding of :</u>			
a) Shares carrying voting rights	1899990	0.737	0.737
b) Voting rights (VR) otherwise than by equity shares	--	--	--
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	--	--	--
Total (a+b+c)	1899990	0.737	0.737
<u>Details of acquisition/sale</u>			
a) Shares carrying voting rights acquired			
<u>Sold to:</u>			
<u>Name</u>			
Manmohan Sawhney (HUF)	500000	0.194	0.194
b) VRs acquired otherwise than by equity shares	----	---	---
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	---	---	---
Total (a+b+c)	500000	0.194	0.194

After the acquisition/sale, holding of:			
a) Shares carrying voting rights	1399990	0.543	0.543
b) VRs otherwise than by equity shares	---	---	---
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	---	---	---
Total (a+b+c)	1399990	0.543	0.543
6. Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Inter se transfer amongst the Promoters through Bombay Stock Exchange by way of block deal.		
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	December 30, 2011		
8. Equity share capital / total voting capital of the TC before the said acquisition/sale	Rs.25,78,80,150/- divided into 257880150 equity shares of Re 1/- each.		
9. Equity share capital/ total voting capital of the TC after the said acquisition/sale	Rs.25,78,80,150/- divided into 257880150 equity shares of Re 1/- each.		
10. Total diluted share/voting capital of the TC after the said acquisition/sale	Rs.25,78,80,150/- divided into 257880150 equity shares of Re 1/- each.		

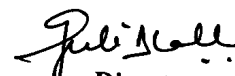
Note:

(*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For TOFSL Trading & Investments Ltd.

Place : New Delhi

Date : 3.1.2012


Director

FORMAT FOR DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1. Name of the Target Company (TC)	Triveni Engineering & Industries Limited																										
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	TOFSL Trading & Investments Ltd. (Seller)																										
3. Whether the acquirer belongs to Promoter/Promoter group	Yes																										
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange Ltd National Stock Exchange of India Ltd																										
5. Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)																								
<u>Before the acquisition/disposal under consideration, holding of:</u>																											
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Total (a+b+c)	1398351	0.542	0.542																								

After the acquisition/sale, holding of:			
a) Shares carrying voting rights	1639	---	---
b) VRs otherwise than by equity shares	---	---	---
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	---	---	---
Total (a+b+c)	1639	0.001	0.001
6. Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Inter se transfer amongst the Promoters as an off market transaction .		
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	December 30, 2011		
8. Equity share capital / total voting capital of the TC before the said acquisition/sale	Rs.25,78,80,150/- divided into 257880150 equity shares of Re 1/- each.		
9. Equity share capital/ total voting capital of the TC after the said acquisition/sale	Rs.25,78,80,150/- divided into 257880150 equity shares of Re 1/- each.		
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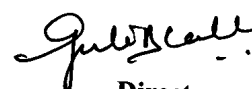
Note:

(*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For TOFSL Trading & Investments Ltd.

Place : New Delhi

Date : 3.1.2012


Director

FORM D
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
[Regulation 13(4A) and (6)]

Reg. 13(4A): Details of change in shareholding or voting rights held by Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a Listed Company : Triveni Engineering & Industries Limited

Name, Pan No. & Address of Promoter/Person who is part of Promoter Group/Director/Officer	M/s TOFSL Trading & Investments Ltd. Triveni Sugar Unit – Khatauli, Distt. Muzaffarnagar, Uttar Pradesh-251 201. PAN: AAAC4842N	
No. & % of shares/voting rights held by the Promoter/Person who is part of Promoter Group/Director/Officer	<u>No of Shares</u> 18,99,990	<u>% age</u> 0.737
Date of receipt of allotment advice/ acquisition/sale of shares/voting rights	Date of Sale: 30.12.2011	
Date of intimation to Company	03.01.2012	
Mode of acquisition (market purchase/ public/rights/preferential offer etc.)/sale	Inter se transfer amongst the Promoters under Reg.10(1)(a)(ii) of SEBI (SAST) Regulations 2011 through block deals on the Bombay Stock Exchange (BSE) and also through off-market.	
No. & % of shares/voting rights post acquisition/sale	<u>No of Shares</u> 1,639	<u>%age</u> -
Trading member through whom the trade was executed with SEBI Registration No. of the TM	Kotak Securities Limited SEBI Regn.No.: INB 010808153	
Exchange on which the trade was executed	BSE	
Buy quantity	N.A.	
Buy Value	N.A.	
Sell quantity	5,00,000 (block deal on BSE) 13,98,351 (off-market) ----- 18,98,351 -----	
Sell value	Rs. 64,50,000.00 (excluding brokerage & taxes) Rs.1,77,59,057.70 ----- Rs.2,42,09,057.70 -----	

For TOFSL Trading & Investments Ltd.

Date: 03.01.2012


Director