Triveni
ENGINEERING & INDUSTRIES LTD.

+91 120 4308000
+91 120 4311010/11
www.trivenigroup.com

REF: TEIL:SE:

Date: November 5, 2022

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/Madam,

Subject: Announcement of Outcome of Board Meeting pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations")

In furtherance of our intimation letter dated October 28, 2022 and in terms of Regulation 30 of the SEBI LODR Regulations read with the SEBI circular bearing reference number CIR/CFD/CMD/4/2015 dated September 9, 2015, the board of directors of Triveni Engineering and Industries Limited (the "**Company**") at its meeting held today, i.e., November 5, 2022 has considered and approved:

(i) the audited standalone and consolidated financial results of the Company for the second quarter and half-year ended September 30, 2022, prepared under Indian Accounting Standards (Ind - AS).

Pursuant to regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we are enclosing the audited financial results (Standalone and Consolidated) of the Company for the second quarter and half-year ended on September 30, 2022.

We also enclose a copy of the Report of the Statutory Auditors of the Company, as required under Regulation 33 of the Listing Regulations and the press release; and

(ii) the proposal for buyback of fully paid up equity shares of the Company having a face value of INR 1/- (Indian Rupee One Only) ("**Equity Shares**" and such buyback "**Buyback**") from all shareholders/ beneficial owners of the Equity Shares of the Company, as on record date, which will be decided subsequently, on a proportionate basis, through the "tender offer" route, using mechanism for acquisition of shares through stock exchange as prescribed under Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "**Buyback Regulations**") and such other circulars or notifications issued by the Securities and Exchange Board of India and the Companies Act, 2013 and rules made thereunder, as amended from time to time, at a price of **INR 350/- (Indian Rupees Three hundred fifty only)** per Equity Share ("**Buyback Offer Price**"), payable in cash, for an aggregate amount not exceeding **INR 800,00,00,000/- (Indian Rupees Eight hundred crores only)**, excluding expenses to be incurred for the Buyback brokerage costs, fees, turnover charges, taxes such as tax on buyback, securities transaction tax and goods and services tax (if any), stamp duty, printing and dispatch expenses, if any, filing fees to SEBI, stock exchange charges, advisor/legal fees, public announcement publication expenses and other incidental and related expenses and charges ("**Buyback Offer Size**"). The resultant Equity Shares to be bought back at the Buyback Offer Price shall not exceed 2,28,57,142 Equity Shares, representing 9.45%,of the total number of Equity Shares in the total paid-up equity capital of the Company as on September 30, 2022.

Triveni Engineering & Industries Ltd.

Corporate Office: 8th Floor, Express Trade Towers, Plot 15 & 16, Sector 16-A, Noida, Uttar Pradesh – 201301, India.
Registered Office: A-44, Hosiery Complex, Phase-II Extension, Noida-201 305, Uttar Pradesh. CIN No.: L15421UP1932PLC022174

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 per the latest standalone and consolidated audited financial statements of the Company, respectively, for the half year ended September 30, 2022, which is less than 25% of the aggregate of the total paid-up capital and free reserves of the Company in accordance with Regulation 4(i) of the SEBI Buyback Regulations.

The Buyback Offer Price represents premium of 29.99% and 29.82% over the closing price of the Equity Shares on NSE and BSE, respectively, on October 27, 2022 being the day preceding the date when intimation for considering and approving the proposed Buyback offer at the Board Meeting was sent to the Stock Exchanges.

The Board of Directors also noted the intention of the promoters and members of the promoter group of the Company to participate in the proposed Buyback.

The Board has constituted a committee called 'Buyback Committee' and delegated its powers to do such acts, deeds, matters, and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper in relation to the proposed Buyback. The Board has appointed Ms Geeta Bhalla, Group Vice President & Company Secretary as the compliance officer and Ambit Private Limited as the Manager for the purposes of the proposed Buyback.

The details of the pre and post Buyback shareholding pattern of the Company is enclosed as **Annexure A**.

The Buyback offer is subject to the approval of the shareholders by way of a special resolution through postal ballot through remote electronic voting only and all other applicable statutory approvals.

The above information is also available on the website of the Company, i.e., www.trivenigroup.com. The meeting of the Board of Directors commenced at 1:00 p.m. and concluded at 6:10 p.m. Trading window will be re-opened after 48 hours of the conclusion of Board Meeting.

We request you to take the above information on record.

Thanking You,

Yours faithfully,
For Triveni Engineering and Industries Limited

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

Triveni Engineering & Industries Ltd.

Encl.: As above

Annexure A

Pre-Buyback Shareholding Pattern of the Company as on 28-10-2022*:

Category of Shareholder	Pre-Buyback		
	Number of Shareholders	Number of Equity Shares	% to the existing equity share capital
Promoters & Promoter Group along with persons acting in concert, (collectively "the Promoters")	7	165014783	68.257
Foreign Investors (including Non Resident Indians FIIs and Foreign Mutual Funds)	1616	14544267	6.016
Financial Institutions / Banks & Mutual Funds promoted by Banks / Institutions	14	15773683	6.525
Others (Public, Public Bodies Corporate etc.)	93998	46422377	19.202
Total	95635	241755110	100.00

**The shareholding is considered as per the last weekly beneficiary position data furnished by the RTA/depositories as on 28-10-2022*

Note: The post-Buyback shareholding pattern of the Company shall be ascertained subsequently.

Triveni Engineering & Industries Ltd.