HDFC BANK
We understand your world

Investment Banking
Peninsula Business Park,
4th Floor, Tower B, Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013
Tel.: 022 - 3395 8150 **Fax** : 022 - 3078 8584
Email: investmentbanking@hdfcbank.com
Website: www.hdfcbank.com

July 12, 2019

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (East)
Mumbai - 400 051
Symbol : TRIVENI

Dear Sirs,

Subject: Buyback through the tender offer process of not exceeding 1,00,00,000 fully paid-up equity shares of face value of INR 1 each (the "Equity Shares") of Triveni Engineering & Industries Limited (the "Company") at a price of INR 100 per Equity Share ("Buyback").

The Company is undertaking the Buyback, in accordance with the Companies Act, 2013, as amended ("**Companies Act**") and Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, ("**SEBI Buyback Regulations**") and other applicable laws, if any, and we, as manager to the Buyback offer of the Company, submit the Letter of Offer dated July 11, 2019, which is being dispatched by the Company to the registered shareholders/ beneficial owners of Equity Shares of the Company as on June 19, 2019 being the record date for the Buyback.

Thanking You.

For HDFC Bank Limited
Authorised Signatory

HDFC BANK LTD. MUMBAI

Ashwani Tandon
Vice President

Enclosures: As above

LETTER OF OFFER
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you as a registered shareholder/ beneficial owner of the Equity Shares of Triveni Engineering & Industries Limited as on the Record Date in accordance with Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018. If you require any clarifications about the action to be taken, you should consult your stock broker or your investment consultant or the Manager to the Buyback i.e., HDFC Bank Limited or the Registrar to the Buyback i.e., Karvy Fintech Private Limited. Please refer to the section "*Definition of Key Terms*" on page 3 for the definition of the capitalised terms used herein.



TRIVENI ENGINEERING & INDUSTRIES LIMITED
CIN: L15421UP1932PLC022174
Registered Office: Deoband, Saharanpur, Uttar Pradesh-247554
Contact Person: Geeta Bhalla, Group Vice-President, Company Secretary and Compliance Officer
Tel. No.: +91 120 4308000, **Fax No.:** +91 120 4311010
E-mail: shares@trivenigroup.com
Website: www.trivenigroup.com

Offer to buy back up to 1,00,00,000 (One Core only) fully paid-up equity shares of the Company of face value of INR 1/- each, representing 3.88% of the issued, subscribed and paid-up Equity Shares of the Company, from all Eligible Shareholders as on the Record Date, i.e., Wednesday, June 19, 2019 on a proportionate basis, through the 'tender offer' process, at a price of INR 100 (Indian Rupees One Hundred only) per Equity Share, payable in cash, for an aggregate maximum amount of INR 100,00,00,000 (Indian Rupees One Hundred Crore only) excluding the Transaction Costs.

(1) The Buyback is being undertaken in accordance with Article 4 of the Articles of Association of the Company, Sections 68, 69 and 70, and other applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof and applicable rules thereunder including the Companies (Share Capital and Debentures) Rules, 2014, as amended and the SEBI Buyback Regulations. The Buyback is subject to receipt of such approvals, permissions and sanctions, as may be required under the applicable laws including from the Securities and Exchange Board of India, and/ or BSE Limited and National Stock Exchange of India Limited.

(2) The Buyback Offer Size is INR 100,00,00,000(Indian Rupees One Hundred Crore only) excluding the Transaction Costs, which represents 9.71% and 9.15% 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, 2019, on a standalone and consolidated basis respectively (i.e., the last audited financial statements available as on the date of the Board Resolution approving the Buyback). The Buyback Offer Size is within the statutory limit of 10% of the aggregate of paid-up capital and free reserves of the Company.

(3) The Letter of Offer will be sent to all Eligible Shareholders (Equity Shareholders as on the Record Date, being Wednesday, June 19, 2019).

(4) For details of the procedure for tender and settlement, please refer to the "*Procedure for Tender Offer and Settlement*" on page 36. The Form of Acceptance-cum-Acknowledgement (the "**Tender Form**") is enclosed together with this Letter of Offer.

(5) For details of the methodology adopted for the Buyback, please refer to the "*Process and Methodology for the Buyback"* on page 32. For mode of payment of cash consideration to the Eligible Shareholders, please refer to "*Procedure for Tender Offer and Settlement - Method of Settlement*" on page 40.

(6) A copy of the Public Announcement published on June 5, 2019, the Draft Letter of Offer and this Letter of Offer (including the Tender Form) is available on the website of the Company and is also expected to be made available on the website of Securities and Exchange Board of India i.e., www.sebi.gov.in.

(7) Eligible Shareholders are advised to refer to "*Details of Statutory Approvals*" and "*Note on Taxation*" on pages 31 and 41, respectively, before tendering their Equity Shares in the Buyback.

MANAGER TO THE BUYBACK	REGISTRAR TO THE BUYBACK
 **HDFC Bank Limited** Peninsula Business Park 'B' Wing, 4th Floor, Senapati Bapat Marg Lower Parel Mumbai 400 013 **Tel**: +91 22 3395 8233 **Fax**: +91 22 3078 8584 **E-mail**: teil.buyback@hdfcbank.com **Contact Person**: Mr. Ankit Bhatia / Mr. Ravi Sharma **SEBI Registration No.**: INM000011252 **Validity Period:** Permanent	 **Karvy Fintech Private Limited** Karvy Selenium Tower B Plot 31-32, Gachibowli Financial District, Nanakramguda Serilingampally Hyderabad Rangareddi Telangana 500 032, India **Tel**: +91 40 6716 2222 **Fax**: +91 40 2343 1551 **E-mail**: teil.buyback@karvy.com **Investor Grievance Id**: einward.ris@karvy.com **Contact Person**: Mr. M. Murali Krishna **SEBI Registration No.:** INR000000221 **Validity Period:** Permanent

BUYBACK PROGRAMME	
BUYBACK OPENS ON	Monday, July 22, 2019
BUYBACK CLOSES ON	Friday, August 02, 2019
LAST DATE OF RECEIPT OF COMPLETED TENDER FORMS AND OTHER SPECIFIED DOCUMENTS BY THE REGISTRAR TO THE BUYBACK	Tuesday, August 06, 2019

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1. SCHEDULE OF ACTIVITIES FOR THE BUYBACK

Sr. No.	Activity	Schedule of Activities	
		Day	Date
1.	Date of meeting of the Board of Directors approving the proposal for the Buyback	Monday	June 03, 2019
2.	Date of publication of the Public Announcement for the Buyback in newspapers	Wednesday	June 05, 2019
3.	Record Date for determining the Eligible Shareholders and the Buyback Entitlement	Wednesday	June 19, 2019
4.	Buyback Opening Date	Monday	July 22, 2019
5.	Buyback Closing Date	Friday	August 02, 2019
6.	Last date of receipt of completed Tender Forms and other specified documents (if and as applicable) by the Registrar	Tuesday	August 06, 2019
7.	Last date of verification by Registrar	Tuesday	August 13, 2019
8.	Last date of intimation to the Stock Exchange regarding Acceptance/ non-acceptance by the Registrar	Tuesday	August 13, 2019
9.	Last date of completion of settlement by the Clearing Corporation of the Stock Exchanges	Wednesday	August 14, 2019
10.	Last date of dispatch of share certificate(s) by the Registrar/ payment to Eligible Shareholder/ return of unaccepted shares to Eligible Shareholders	Wednesday	August 14, 2019
11.	Last date of extinguishment of the Equity Shares bought back	Wednesday	August 21, 2019

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

2. DEFINITION OF KEY TERMS

This Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specified otherwise, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarification as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the SEBI Buyback Regulations, the Companies Act, the SEBI Depositories Act, 1996 and the rules and regulations made thereunder.

Term	Description
Acceptance	Acceptance of Equity Shares tendered by the Eligible Shareholders in the Buyback.
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by the Designated Stock Exchange in the form of a separate window in accordance with the Specified Procedures.
Additional Equity Shares	Additional Equity Shares tendered by an Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder up to the extent of Equity Shares held by such Eligible Shareholder on the Record Date.
Articles of Association	Articles of Association of the Company.
Board Meeting	Meeting of the Board of Directors held on Monday, June 3, 2019, wherein among other things, the proposal for the Buyback was approved.
Board/ Board of Directors	Board of directors of the Company (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized committee thereof).
BSE	BSE Limited.
Buyback Committee	The committee of the Board of Directors comprising of Mr. Dhruv M. Sawhney, Mr. Tarun Sawhney, Mr. Nikhil Sawhney, Lt. Gen. K.K. Hazari (Retd.,), Dr. Santosh Pande and Mr. J.K Dadoo
Buyback Closing Date	Friday, August 02, 2019
Buyback Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buyback, which is computed based on the number of Equity Shares held such Eligible

Term	Description
	Shareholder as on the Record Date and the ratio of Buyback applicable in the category, to which such Eligible Shareholder belongs.
Buyback Opening Date	Monday, July 22, 2019
Buyback Offer Price	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e., INR 100 (Indian Rupees One Hundred only) per Equity Share payable in cash.
Buyback Offer Size	Number of Equity Shares proposed to be bought back i.e., 1,00,00,000 (One Crore only) Equity Shares multiplied by the Buyback Offer Price i.e., INR 100 per Equity Share aggregating to INR 100,00,00,000 (Indian Rupees One Hundred Crore only).The Buyback Offer Size does not include any expenses incurred or to be incurred for the buyback viz. brokerage, costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, printing and dispatch expenses and other incidental and related expenses and charges.
"Buyback or Buyback Offer" or "Offer"	Offer by Triveni Engineering & Industries Limited to buy back up to 1,00,00,000 (One Crore only) fully paid-up Equity Shares of face value of INR 1 each at a price of INR 100 per Equity Share from all the Eligible Shareholders, through the Tender Offer process on a proportionate basis.
CDSL	Central Depository Services (India) Limited.
CIN	Corporate Identity Number.
Clearing Corporation	Indian Clearing Corporation Limited
Companies Act	Companies Act, 2013, as amended and rules framed thereunder.
Company	Triveni Engineering & Industries Limited.
Company Demat Account	A demat account to be opened by the Company, wherein Demat Shares bought back in the Buyback would be transferred.
Company's Broker	HDFC Securities Limited.
Depositories	Together, National Securities Depository Limited and Central Depository Services (India) Limited.
Designated Stock Exchange	BSE.
DIN	Director Identification Number.
Director(s)	Director(s) of the Company.
DP	Depository Participant.
Draft Letter of Offer	The draft letter of offer dated June 11, 2019, filed with SEBI through the Manager to the Buyback, containing disclosures in relation to the Buyback as specified in Schedule III of the SEBI Buyback Regulations.
Eligible Shareholders	Equity Shareholders eligible to participate in the Buyback and would mean all shareholders/ beneficial owners of the Equity Shares on the Record Date being Wednesday, June 19, 2019, and do not include such shareholders/ beneficial owners of the Equity Shares who are not permitted under the applicable law to tender shares in the Buyback.
EPS	Earnings per Equity Share.
Equity Shareholder(s)	Shareholder/ beneficial owner of the Equity Shares.
Equity Share(s)	Fully paid up equity share(s) of the Company having the face value of INR 1 (Indian Rupee One only) each.
Escrow Account	The Escrow Account opened with Axis Bank Limited in the name and style of "*Triveni Engineering & Industries Limited- Buyback Escrow A/c*".
Escrow Agent	Axis Bank Limited.
Escrow Agreement	The agreement entered into between the Company, Axis Bank Limited (as Escrow Agent) and HDFC Bank Limited (as Manager to the Buyback) dated June 18, 2019, pursuant to which certain arrangements for Escrow Account has been made in relation to the Buyback.
FEMA	The Foreign Exchange Management Act, 1999.
FII(s)	Foreign Institutional Investor(s).
FPI	Foreign Portfolio Investors.
General Category	Eligible Shareholders other than the Small Shareholders.
HUF	Hindu Undivided Family.
IT Act/ Income Tax Act	Income Tax Act, 1961, as amended.
Letter of Offer	The letter of offer dated July 11, 2019 filed with SEBI, through the Manager to the Buyback, containing disclosures in relation to the Buyback as specified in Schedule III of the SEBI Buyback Regulations, incorporating comments received from SEBI on the Draft Letter of Offer.
LTCG	Long-Term Capital Gains.
"Merchant Banker to the Buyback" or "Merchant	HDFC Bank Limited.

Term	Description
Banker" or "Manager to the Buyback"	
NA	Not applicable
Non-Resident Shareholders	Includes Non-resident Indians (NRI) and Foreign Institutional Investors (FII) / Foreign Portfolio Investor as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended.
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited.
PAN	Permanent Account Number.
Public Announcement	Public announcement dated June 4, 2019 in connection with the Buyback which was published on June 5, 2019 in English and Hindi editions of Business Standard and Vishwa Manav, a Hindi daily newspaper (Hindi being the regional language of Saharanpur wherein the registered office of the Company is located)**.**
RBI	Reserve Bank of India.
Record Date	The date for the purpose of determining the Buyback Entitlement and the names of the Eligible Shareholders to whom the Letter of Offer (including the Tender Form) will be sent, and who are eligible to participate in the Buyback in accordance with the SEBI Buyback Regulations. The Record Date for the Buyback is Wednesday, June 19, 2019.
"Registrar to the Buyback" or "Registrar"	Karvy Fintech Private Limited (*Karvy Computershare Private Limited has been amalgamated with Karvy Fintech Private Limited by order of the National Company Law Tribunal, Hyderabad dated October 23, 2018 and the said amalgamation was effective from November 17, 2018, and accordingly, Karvy Fintech Private Limited is acting as the Registrar to the Buyback.*).
Reserved Category	Small Shareholders eligible to tender Equity Shares in the Buyback.
SEBI	Securities and Exchange Board of India.
SEBI Buyback Regulations	Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
Shareholder's Broker	The stock broker (who is a member of the BSE and/or NSE) of an Eligible Shareholder through whom the order for selling the Equity Shares will be placed in the Acquisition Window.
Small Shareholder	As defined under Regulation 2(i)(n) of the SEBI Buyback Regulations and in relation to the Buyback means an Eligible Shareholder who holds Equity Shares of market value of not more than INR 2,00,000 (Indian Rupees two lakhs only), on the basis of closing price on BSE/ or NSE, whichever registers the highest trading volume in respect of the Equity Shares on the Record Date, i.e., Wednesday, June 19, 2019.
Specified Procedures	The mechanism for acquisition of shares through stock exchange" specified 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.
STCG	Short-Term Capital Gains.
Stock Exchanges	Together, BSE and NSE, being the stock exchanges where the Equity Shares of the Company are listed.
Tender Form	Form of Acceptance–cum–Acknowledgement.
Tender Offer	Method of buyback as defined in Regulation 2(i)(q) of the SEBI Buyback Regulations.
Tendering Period	Period of 10 Working Days from the Buyback Opening Date Monday, July 22, 2019 till the Buyback Closing Date Friday, August 02, 2019 (both days inclusive).
Transaction Costs	Any expenses incurred or to be incurred for the Buyback viz. brokerage, costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), stamp duty, advisors' fees, printing and dispatch expenses and other incidental and related expenses and charges.
TRS	Transaction Registration Slip
U.S.	The United States of America.
Working Day(s)	Working day as defined in the SEBI Buyback Regulations

Certain conventions, currency of presentation, use of financial information and stock market data

Page Numbers and Paragraph Numbers

Unless otherwise stated, all references to page numbers and paragraph numbers in this Letter of Offer are to page numbers of this Letter of Offer.

Currency and Units of Presentation

All references to *"Rupee(s)"*, *"Rs."* Or "Rs." or "INR" are to Indian Rupees, the official currency of the Republic of India.

Financial and Other Data

Unless stated or the context requires otherwise, our financial information in this Letter of Offer is derived from our audited results for the fiscal year 2017, 2018 and 2019.

Our Company's fiscal year commences on April 1 of each year and ends on March 31 of the next year (referred to herein as "**Fiscal**", "**Fiscal Year**" or "**FY**").

All data related to financials are given in INR lakh, unless otherwise stated.

Stock Market Data

Unless stated or the context requires otherwise, stock market data included in this Letter of Offer is derived from the websites of the Stock Exchanges.

3. DISCLAIMER CLAUSE

As required, a copy of this Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in this Letter of Offer. The Manager to the Buyback, HDFC Bank Limited, has certified that the disclosures made in this Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018. This requirement is to facilitate Eligible Shareholders to take an informed decision for tendering their Equity Shares in the Buyback.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Letter of Offer, the Manager to the Buyback is expected to exercise due diligence to ensure that the company discharges its duty adequately in this behalf and towards this purpose, the Manager to the Buyback, HDFC Bank Limited, has furnished to SEBI a due diligence certificate dated June 11, 2019, in accordance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, which reads as follows:

"We have examined various documents and materials contained in the annexure to this letter as part of the due diligence carried out by us in connection with the finalisation of the Public Announcement published on June 5, 2019 and the Draft Letter of Offer (dated June 11, 2019). On the basis of such examination and the discussions with the Company, we hereby state that:

- The Public Announcement and the Draft Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback;
- All the legal requirements connected with the said offer including Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, have been duly complied with;
- The disclosures in the Public Announcement and the Draft Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the shareholders of the company to make a well-informed decision in respect of the captioned Buyback; and
- Funds used for the Buyback shall be as per the provisions of the Companies Act, 2013."

The filing of offer document with SEBI does not, however, absolve the company from any liabilities under the provisions of the Companies Act, 2013 or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

The promoters / directors of the company declare and confirm that no information/ material likely to have a bearing on the decision of Eligible Shareholders has been suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation and in the event of it

transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to a mis-statement/ misrepresentation, the promoters of the Company/ directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018.

The promoters / directors of the Company also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buyback.

3.1 Disclaimer for U.S. Persons:

The information contained in this Letter of Offer is exclusively intended for persons who are not U.S. Persons as such term is defined in Regulations of the U.S. Securities Act of 1933, as amended, and who are not physically present in the United States of America. This Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in the United States of America or in any other jurisdiction in which such offer or invitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions.

3.2 Important notice to all Equity Shareholders:

This Letter of Offer has been prepared for the purposes of compliance with the SEBI Buyback Regulations. Accordingly, the information disclosed herein may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buyback are under no obligation to update the information contained herein at any time after the date of this Letter of Offer.

This Letter of Offer does not and will not in any way constitute an offer to sell, or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. The Letter of Offer shall be dispatched to all Eligible Shareholders (Equity Shareholders as on the Record Date) either through email or physically. However, receipt of the Letter of Offer by any Equity Shareholder in a jurisdiction in which it would be illegal to make this Offer, or where making this Offer would require any action to be taken (including, but not restricted to, registration of the Letter of Offer under any local securities laws), shall not be treated by such Equity Shareholders as an offer being made to them. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions. Any Equity Shareholder who tenders his, her or its Equity Shares in the Buyback shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorised under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

3.3 Forward Looking Statement:

This Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as 'believe', 'expect', 'estimate', 'intend', 'objective', 'plan', 'project', 'will', or other words or phrases of similar import. Similarly, statements that describe our objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Actual results may differ materially from those in such forward-looking statements. The Company and the Manager to the Buyback undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

4. TEXT OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS

The Buyback was considered and approved by the Board of Directors at their meeting held on June 3, 2019. The relevant extracts of the Board resolutions are as follows:

Quote:

"**RESOLVED THAT** pursuant to the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, and other relevant rules made thereunder, each as amended from time to time (the "**Companies Act**") and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ("**SEBI Buyback Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("**SEBI Listing Regulations**") (including re-enactment of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations) and Article 4 of the articles of association of the Company and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**") and/ or other authorities, institutions or bodies (together with SEBI and RBI, the **"Appropriate Authorities**"), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed, the board of directors of the Company ("**Board**", which term shall be deemed to include any committee of the Board and/ or officials, which the Board may constitute/ authorise to exercise its powers, including the powers conferred by this resolution) hereby consents and approves the buyback by the Company of its fully paid-up equity shares having a face value of INR 1 (Indian Rupee One only) each ("**Equity Shares**"), not exceeding 1,00,00,000 (One crore) Equity Shares (representing 3.88% of the total Equity Shares in the paid-up equity capital of the Company as on March 31, 2019) at a price of INR 100 (Indian Rupees One hundred only) per Equity Share ("**Buyback Offer Price**") payable in cash for an aggregate maximum amount not exceeding INR 100,00,00,000 (Indian Rupees One hundred crore only), excluding any expenses incurred or to be incurred for the buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), stamp duty, advisors 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**") which represents 9.71% and 9.15% of the aggregate of the Company's paid-up capital and free reserves (including securities premium) as on March 31, 2019 on a standalone and consolidated basis respectively, as per the audited financials of the company for the year ended as on March 31, 2019 from all the equity shareholders/ beneficial owners of the Equity Shares of the Company, including the Promoter(s) (as defined hereinafter) as on Wednesday, June 19, 2019 (such date, or any other date as may be decided by the Board to be the record date, the "**Record Date**") through the "tender offer" route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the "**Buyback**"). The term "Promoter" will be such person as defined in the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended."

"**RESOLVED FURTHER THAT,** as required under Regulation 6 of the SEBI Buyback Regulations, the Company may buyback Equity Shares from the existing shareholders (including Promoters) as on record date, on a proportionate basis, provided that fifteen percent of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders as defined in the SEBI Buyback Regulations."

"**RESOLVED FURTHER THAT**, the Company shall implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI's circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, or such other circulars or notifications, as may be applicable and the Company shall approach the stock exchange(s), as may be required, for facilitating the same."

"**RESOLVED FURTHER THAT**, the Buyback from shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indians, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any."

"**RESOLVED FURTHER THAT**, the draft of the Declaration of Solvency prepared in the prescribed form along with supporting affidavits and other documents, placed before the meeting be and is hereby approved and that any two of Mr Dhruv M. Sawhney, Chairman & Managing Director, Mr Tarun Sawhney, Vice Chairman & Managing Director, Mr Nikhil Sawhney, Dr. Santosh Pande and Mr J.K.

Dadoo, Directors of the Company, be and are hereby authorized jointly (one of whom shall be Managing Director), to sign the same, for and on behalf of the Board and file the same with the Registrar of Companies, SEBI, and/or any other concerned authorities, as may be necessary in accordance with the applicable laws."

"RESOLVED FURTHER THAT the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and after taking into account the financial position of the Company including the projections and also considering all contingent liabilities, the Board has formed an opinion:

- that immediately following the date of this resolution there will be no grounds on which the Company can be found unable to pay its debts.

- that as regards the Company's prospects for the year immediately following the date of this resolution, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the this resolution.

- in forming their opinion for the above purposes, the Board has into account the liabilities as if the company were being wound up under the provisions of the Companies Act, 1956 or Companies Act or the Insolvency and Bankruptcy Code 2016 (including prospective and contingent liabilities)."

"**RESOLVED FURTHER THAT**, confirmation is hereby made by the Board that:

- all Equity Shares of the Company are fully paid up;

- that the Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of this Board meeting;

- the Company shall not raise further capital for a period of one year from the date on which the payment of consideration to shareholders who have accepted the buyback offer is made except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference share or debentures into equity shares;

- the Company shall not issue any Equity Shares or other specified securities including by way of bonus till the date on which the payment of consideration to shareholders who have accepted the buyback offer is made;

- the Company shall not buy back its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

- the aggregate maximum amount of the Buyback, i.e. INR 100,00,00,000 (Indian Rupees One hundred crore only) does not exceed 10% of the aggregate of the paid-up capital and free reserves (including securities premium) as per the last audited financial statements (both standalone and consolidated) of the Company as on March 31, 2019;

- the number of Equity Shares proposed to be purchased under the Buyback i.e. 1,00,00,000 (One crore) Equity Shares does not exceed 10% of the total Equity Shares in the paid-up equity capital of the Company;

- no public announcement of Buyback shall be made during the pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act;

- the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations;

- the Company shall not withdraw the Buyback offer after the public announcement of the offer of the Buyback is made;

- the Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Companies Act and/or the SEBI Buyback Regulations and any other applicable laws;

- the Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its shares;

- the Company shall not directly or indirectly purchase its Equity Shares:

  a) through any subsidiary company including its own subsidiary companies, if any or

  b) through any investment company or group of investment companies;

- the Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act;

- there are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;

- the Company shall not buy back locked-in Equity Shares or other specified securities, if any, and non-transferable Equity Shares or other specified securities, if any, till the pendency of the lock-in or till the Equity Shares or specified securities become transferable;

- the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves, each on the standalone and consolidated basis, or such other ratio as may be permissible;

- the Company shall transfer from its free reserves or securities premium account and/ or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet;

- the Buyback shall not result in delisting of the Equity Shares from the stock exchanges; and

- as per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members of promoter group, and their associates, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of this resolution till the closing of the Buyback offer.

"**RESOLVED FURTHER THAT**, the Buyback is being proposed in keeping with the Company's desire to (a) optimize returns to shareholders; (b) enhance overall shareholders value; and (c) optimize the capital structure."

"RESOLVED FURTHER THAT, Mr Dhruv M. Sawhney, Chairman & Managing Director, Mr Tarun Sawhney, Vice Chairman & Managing Director, Mr Nikhil Sawhney, Director, Mr Suresh Taneja, Group CFO and Ms Geeta Bhalla, Group Vice President & Company Secretary be and are hereby singly and severally authorized to make necessary applications to the statutory, regulatory or governmental authorities as may be required under the applicable law; to sign, execute and deliver all such papers, deeds, documents, agreements, undertakings, declarations and forms, which are necessary and incidental thereto and to do all such acts, deeds, things and matters that may be necessary, expedient or proper with regard to the implementation of the Buyback or for matters incidental thereto and Ms Geeta Bhalla, Group Vice President & Company Secretary be and is hereby appointed as the Compliance Officer for the Buyback."

"RESOLVED FURTHER THAT, the powers of the Board in respect of Buyback be and are hereby delegated to the committee comprising Mr Dhruv M. Sawhney, Chairman & Managing Director, Mr Tarun Sawhney, Vice Chairman & Managing Director, Mr Nikhil Sawhney, Lt. Gen. K.K. Hazari (Retd.), Dr. Santosh Pande and Mr J.K. Dadoo, Directors of the Company (the "Buyback Committee")."

"**RESOLVED FURTHER THAT**, the Buyback Committee be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, usual or proper, in relation to the Buyback, including but not limited to:

- finalizing the terms of Buyback including the mechanism for the Buyback, the schedule of activities including the dates of opening and closing of the Buyback, record date, entitlement ratio, the timeframe for completion of the Buyback;

- negotiation and execution of escrow arrangement(s) in accordance with the SEBI Buyback Regulations;

- earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback including arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable laws;

- opening, operating and closing of all necessary accounts for this purpose, including bank accounts, trading account, depository accounts (including escrow account), special account, and authorizing persons to operate the such accounts;

- appointing and finalizing the terms of designated stock exchange, merchant bankers, brokers, escrow agents, registrars, legal counsel, depository participants, scrutinizer, compliance officer, advertising agency and such other intermediaries/ agencies / persons including by the payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;

- preparing, executing and filing of various documents as may be necessary or desirable in connection with or incidental to the Buyback including declaration of solvency, public announcement, draft and final letter of offer, extinguishment of Equity Shares and certificate of extinguishment and post-completion advertisement which are required to be filed in connection with the Buyback on behalf of the Board;

- extinguishment of the Equity Shares and filing of certificate of extinguishment required to be filed in connection with the Buyback on behalf of the Company and/ or Board, as required under applicable law;

- providing such confirmation and opinions as may be required in relation to the Buyback;

- creating and maintaining requisite statutory registers and records and furnishing requisite returns to Appropriate Authorities;

- to deal with stock exchanges (including their clearing corporations), and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any further amendments thereof;

- to sign the documents as may be necessary with regard to the Buyback and use the common seal of the Company wherever necessary on relevant documents required to be executed for the Buyback and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the Appropriate Authorities, Registrar of Companies, stock exchanges, and depositories;

- settling all such questions, difficulties or doubts that may arise in relation to the implementation of the Buyback;

- carrying out incidental documentation and to prepare applications and submit them to the Appropriate Authorities for their requisite approvals;

- to do all such acts, deeds, matters and things incidental and in connection with the Buyback and sign and deliver such documents as may be necessary, desirable and expedient; and

- delegating all or any of the authorities conferred as above to any authorized representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the Appropriate Authorities or advisors."

"**RESOLVED FURTHER THAT**, the quorum for any meeting of the Buyback Committee for implementing the Buyback shall be any three (3) Directors and Buyback Committee may regulate its own proceedings and meet as often as required, to discharge its functions and may approve the above resolutions including by way of circular resolutions."

"RESOLVED FURTHER THAT HDFC Bank Limited, be and is hereby appointed as the Manager to the Buyback and HDFC Securities Limited is appointed as the registered broker to the Company in accordance with the relevant provisions of the SEBI Buyback Regulations, on the terms and conditions as set out in the draft engagement letter as placed before the Board and that Mr Suresh Taneja, Group CFO and Ms Geeta Bhalla, Group Vice President & Company Secretary of the Company be and are severally authorised to sign the same (including any amendment thereto) for and on behalf of the Company."

"RESOLVED FURTHER THAT L&L Partners (formerly Luthra & Luthra Law Offices) be and is hereby appointed as legal counsel in relation to the Buyback on the terms and conditions as set out in the draft engagement letter as placed before the Board and Mr Suresh Taneja, Group CFO and Ms Geeta Bhalla, Group Vice President & Company Secretary of the Company be and are severally authorised to sign the same (including any amendment thereto) for and on behalf of the Company."

"RESOLVED FURTHER THAT the draft of the public announcement in respect of the Buyback (the "**Public Announcement**"), be and is hereby approved, in accordance with the SEBI Buyback Regulations for filing with the SEBI, BSE Limited and National Stock Exchange of India Limited (the "**Stock Exchanges**") and such other authorities or persons as may be required by applicable law."

"RESOLVED FURTHER THAT the Public Announcement (including any modification or amendment or corrigendum thereto) be signed by any two of Mr Dhruv M. Sawhney, Chairman & Managing Director, Mr Tarun Sawhney, Vice Chairman & Managing Director, Mr Nikhil Sawhney, Dr. Santosh Pande and Mr J.K. Dadoo, Directors of the Company (one of whom shall be Managing Director), along with Ms Geeta Bhalla, Group Vice President & Company Secretary."

"RESOLVED FURTHER THAT Mr Dhruv M. Sawhney, Chairman & Managing Director, Mr Tarun Sawhney, Vice Chairman & Managing Director, Mr Nikhil Sawhney, Director, Mr Suresh Taneja, Group CFO and Ms Geeta Bhalla, Group Vice President & Company Secretary of the Company be and are hereby severally authorized to make corrections or alterations, as may be required for purposes of filing the Public Announcement with the SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and do all acts, deed, matters and things and undertake such other necessary steps to implement the above resolution, including without limitation, to settle any questions, difficulties or doubts that may arise in relation thereto."

"RESOLVED FURTHER THAT Wednesday**,** June 19, 2019 be and hereby is appointed to be the Record Date for the purpose of determining the entitlement and the names of the shareholders who are eligible to participate in the Buyback."

"RESOLVED FURTHER THAT M/s Karvy Fintech Private Limited be and is hereby appointed and designated as the Investor Service Center and Registrar for the Buyback in accordance with the applicable laws including the SEBI Buyback Regulations, on the terms and conditions as set out in the draft engagement letter as placed before the Board and that Mr Suresh Taneja, Group CFO and Ms Geeta

Bhalla, Group Vice President & Company Secretary of the Company be and are severally authorised to sign the same (including any amendment thereto) for and on behalf of the Company."

"RESOLVED FURTHER THAT the BSE Limited, be and is hereby appointed as the designated stock exchange for the purpose of the Buyback."

"RESOLVED FURTHER THAT, the common seal of the Company be affixed on relevant documents required to be executed for the Buyback if any, in accordance with the relevant provisions of the Articles of Association of the Company."

"**RESOLVED FURTHER THAT**, that for the purpose of giving effect to this resolution, Buyback Committee be and is hereby authorized to give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise in relation to the Buyback."

"**RESOLVED FURTHER THAT**, the Company shall, before opening of the Buyback offer, create an escrow account, either in form of bank guarantee or cash deposit or deposit of securities with appropriate margin or a combination thereof, towards security performance of its obligations as may be prescribed under the Companies Act and the SEBI Buyback Regulations and, on such terms, and conditions as the Board or the Buyback Committee thereof may deem fit."

"**RESOLVED FURTHER THAT**, no information/ material likely to have a bearing on the decision of the shareholders has been/shall be suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to mis-statement/ misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act and SEBI Buyback Regulations."

"**RESOLVED FURTHER THAT**, nothing contained herein shall confer any right on any shareholder to offer, or confer any obligation on the Company or the Board or the Buyback Committee to buy back any shares, or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if permitted by law."

"**RESOLVED FURTHER THAT**, the Company shall maintain a register of Equity Shares bought back wherein details of Equity Shares so bought, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing the Equity Shares and such other particulars as may be prescribed in relation to the Buyback shall be entered and that Ms Geeta Bhalla, Group Vice President & Company Secretary, Mr. Ajay Arora and Mr Rajiv Sawhney, Authorised officials of the Company be and are hereby authorized singly to authenticate the entries made in the said register."

"**RESOLVED FURTHER THAT**, the particulars of the Equity Share certificates extinguished and destroyed shall be furnished by the Company to the stock exchanges within seven days of such extinguishment or destruction of the certificates and the dematerialised Equity Shares shall be extinguished and destroyed in the manner as specified under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and the bye-laws, circulars, guidelines framed thereunder, each as amended, and that the Company Secretary & Compliance Officer be and is hereby authorized to do all such acts as may be required for this purpose."

"**RESOLVED FURTHER THAT** any of the Directors or Ms Geeta Bhalla, Group Vice President & Company Secretary be and are hereby severally authorized to send the necessary intimations to the Stock Exchanges in relation to this resolution, as may be required under the SEBI Listing Regulations; to file necessary e-forms with the Registrar of Companies, and to do all such acts, deeds and things or incidental for signing and filing of forms, payment of fees etc. and to do all such other acts, things and deeds, as may be required for the aforesaid purpose or other services as that may be necessary to give effect to the above resolutions."

Unquote

5. DETAILS OF THE PUBLIC ANNOUNCEMENT

In accordance with Regulation 7 of the SEBI Buyback Regulations, the Company has made a Public Announcement for the Buyback which was published on Wednesday, June 5, 2019 in the newspapers

mentioned below, which is within two Working Days from the date of Board Meeting approving the Buyback, i.e., June 3, 2019:

Name of the Newspaper	Language	Editions
Business Standard	English	All
Business Standard	Hindi	All
Vishwa Manav	Hindi	Saharanpur

A copy of the Public Announcement is available on the Company's website i.e., www.trivenigroup.com, the website of SEBI i.e., www.sebi.gov.in and on the websites of Stock Exchanges, i.e., www.bseindia.com, www.nseindia.com.

6. DETAILS OF THE BUYBACK

Triveni Engineering & Industries Limited has announced the offer to buy back up to 1,00,00,000 (One Crore only) Equity Shares, representing 3.88% of the issued, subscribed and paid-up Equity Shares, from all Eligible Shareholders (Equity Shareholders as on the Record Date, being Wednesday, June 19, 2019) on a proportionate basis, through the 'tender offer' process, at a price of INR 100 (Indian Rupees One Hundred only) per Equity Share, payable in cash, for an aggregate maximum amount of INR 100,00,00,000 (Indian Rupees One Hundred Crore only) excluding the Transaction Costs, which represents 9.71 % and 9.15 % 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, 2019, on a standalone and consolidated basis respectively (i.e., the last audited financial statements available as on the date of the Board Resolution approving the Buyback). The Buyback Offer Size is within the statutory limit of 10% of the aggregate of paid-up capital and free reserves of the Company. The Buyback would involve reservation for Small Shareholders which will be 15% of the number of Equity Shares that the Company proposes to Buyback, or their entitlement, whichever is higher.

The Board of Directors of the Company approved the Buyback on June 3, 2019. The Buyback is being undertaken in accordance with Article 62 of the Articles of Association, Sections 68, 69 and 70, and other applicable provisions of the Companies Act, 2013, and applicable rules thereunder including the Companies (Share Capital and Debentures) Rules, 2014, and the SEBI Buyback Regulations. The Buyback is subject to receipt of such approvals, permissions and sanctions, as may be required under the applicable laws including from the SEBI and/ or BSE and NSE.

6.1 Shareholding of the promoters:

The aggregate shareholding in our Company of the (i) promoters; (ii) members of the promoter group; and (iii) persons who are in control of the Company, as on the date of the Public Announcement i.e. June 5, 2019 and the Record Date, are as follows:

Sr. No	Name of Shareholder	No. of Equity Shares held	Percentage of paid-up equity share capital
1.	STFL Trading and Finance Private Limited	8,26,96,056	32.06%
2.	Mr. Dhruv Manmohan Sawhney	4,01,30,756	15.56%
3.	Mr. Nikhil Sawhney	1,52,77,653	5.92%
4.	Mr. Tarun Sawhney	1,46,95,375	5.70%
5.	Mrs. Rati Sawhney	1,86,19,164	7.22%
6.	M/s Manmohan Sawhney (HUF)	45,13,225	1.75%
7.	Mrs. Tarana Sawhney	25,000	0.01%
	Total	**17,59,57,229**	**68.21**%

6.2 Shareholding of the Directors and/ or the key managerial personnel of the Company and other details

Apart from the individuals covered under Point 6.1 above, shareholding of the directors of the Company ("**Directors**"), the key managerial personnel of the Company ("**KMPs**"), and the directors of promoters and members of the promoter group, where such promoter or promoter group entity is a company as on the date of the Public Announcement (June 5, 2019) and the Record Date are as follows:

Sr. No.	Name of shareholder	Designation	No. of Equity Shares held	Percentage of paid-up equity share capital
1.	Mr. Shekhar Datta	Non-Executive Independent Director	10,000	*Negligible*
2.	Mr. Suresh Taneja	Group CFO	14,000	*Negligible*
3.	Mr S.S. Walia	Mr Walia is a Director of STFL Trading & Finance Private. Limited, promoter/member of promoter group of the Company.	17,550	*Negligible*

Apart from the above, none of the other Directors or KMPs and the directors of promoters and members of the promoter group, where such promoter or promoter group entity is a company, hold any Equity Shares in the Company.

6.3 **Intention of the promoters and members of the promoter group to participate in the Buyback:**

(a) The promoters and members of promoter group, being persons in control of the Company, have expressed their intention to participate in the Buyback and they may tender up to a maximum number of Equity Shares as detailed below or such lower number of Equity Shares as permitted under applicable law:

Sr. No.	Name of Shareholder	Maximum Number of Equity Shares which may be tendered
1.	STFL Trading and Finance Private Limited	5,07,56,000
2.	Mr. Dhruv Manmohan Sawhney	2,26,94,000
3.	Mr. Nikhil Sawhney	79,02,000
4.	Mr. Tarun Sawhney	76,01,000
5.	Mrs. Rati Sawhney	96,30,000
6.	M/s Manmohan Sawhney (HUF)	23,35,000
7.	Mrs. Tarana Sawhney	13,000
	Total	**10,09,31,000**

The details of the date and price of acquisition of the Equity Shares that the promoters/members of the promoter group intend to tender in the Buyback are set forth below:

Sr. No.	Date of Transaction	No. of Equity Shares	Nominal Value (Rs.)	Nature of Transaction	Transaction Value (Rs.)	Cumulative No. of Shares
Dhruv Manmohan Sawhney						
1	Opening as on 01-04-2003[*1]	4,83,122	10	Through purchases / allotments	1,28,22,061.12	4,83,122
2	18-08-2004	3,50,000	10	Inter-se Transfer amongst promoters	1,53,30,000.00	8,33,122
3	06-09-2004	1,44,000	10	Inter-se Transfer amongst promoters	63,07,200.00	9,77,122
4	16-02-2005	--	1	Split from Rs.10/- to Re.1/-	--	97,71,220
5	14-6-2005	53,14,638	1	Arising from distribution of assets on liquidation of DIRC	1,82,65,316.47	1,50,85,858

Sr. No.	Date of Transaction	No. of Equity Shares	Nominal Value (Rs.)	Nature of Transaction	Transaction Value (Rs.)	Cumulative No. of Shares
				Investments Limited.		
6	17-06-2005	2,26,28,787	1	Bonus shares	--	3,77,14,645
7	21-09-2007 to 27-09-2007	(10,00,000)	1	Open Market sale	1,23,901,150.00	3,67,14,645
8	18-09-2009	(5,90,000)	1	Open Market / Inter-se transfer amongst promoters	6,36,88,349.00	3,61,24,645
10	14-12-2011	19,08,111	1	Inter-se transfer amongst promoters	2,64,27,337.35	3,80,32,756
11	30-12-2011	3,59,000	1	Inter-se transfer amongst promoters	45,59,300.00	3,83,91,756
12	08-03-2019	17,39,000	1	Inter-se transfer amongst promoters	10,01,66,400.00	4,01,30,756
Cumulative Shareholding						**4,01,30,756**
Rati Sawhney*1						
1	Opening as on 01-04-2003*1	1,41,759	10	Through purchases / allotments	63,86,555.96	1,41,759
2	18-08-2004	20,448	10	By way of gift	--	1,62,207
3	18-08-2004	5,54,000	10	Inter-se transfer amongst promoters	2,42,65,200.00	7,16,207
4	06-09-2004	90,000	10	Inter-se transfer amongst promoters	39,42,000.00	8,06,207
5	16-02-2005	--	1	Split from Rs.10/- to Re.1/-	--	80,62,070
6	17-06-2005	1,20,93,105	1	Bonus shares	--	2,01,55,175
7	21-09-2007 to 27-09-2007	(18,75,000)	1	Open Market sale	23,12,90,445.00	1,82,80,175
8	21-11-2008 to 26-11-2008	14,91,535	1	Open Market purchase	5,23,98,013.00	1,97,71,710
9	28-11-2008 to 02-12-2008	1,66,678	1	Open Market purchase	61,14,518.00	1,99,38,388
10	04-12-2008 to 08-12-2008	2,56,521	1	Open Market purchase	1,01,02,873.83	2,01,94,909
11	18-06-2010	(13,69,995)	1	Inter-se transfer amongst promoters	13,53,10,369.00	1,88,24,914
13	14-12-2011	12,44,250	1	Inter-se transfer amongst promoters	1,72,32,862.50	2,00,69,164
14	30-12-2011	2,89,000	1	Inter-se transfer amongst promoters	36,70,300.00	2,03,58,164

Sr. No.	Date of Transaction	No. of Equity Shares	Nominal Value (Rs.)	Nature of Transaction	Transaction Value (Rs.)	Cumulative No. of Shares
15	08-03-2019	(17,39,000)	1	Inter-se transfer amongst promoters	10,01,66,400.00	1,86,19,164
Cumulative Shareholding						**1,86,19,164**
Tarun Sawhney						
1	Opening as on 01-04-2003*1	4,79,671	10	Through purchases / allotments	1,62,08,241.02	4,79,671
2	18-08-2004	84,000	10	Inter-se transfer amongst promoters	36,79,200.00	5,63,671
3	06-09-2004	12,000	10	Inter-se transfer amongst promoters	5,25,600.00	5,75,671
4	06-09-2004	70,000	10	Inter-se transfer amongst promoters	30,66,000.00	6,45,671
5	16-02-2005	--	1	Split from Rs.10/- to Re.1/-	--	64,56,710
6	17-06-2005	96,85,065	1	Bonus Shares	--	1,61,41,775
7	21-09-2007 to 27-09-2007	(18,75,000)	1	Open Market sale	23,16,68,750.00	1,42,66,775
8	01-12-2011 to 02-12-2011	2,24,404	1	Open Market purchase	32,04,141.19	1,44,91,179
9	05-03-2012	1,00,000	1	Open Market purchase	19,03,000.00	1,45,91,179
10	13-09-2012 to 14-09-2012	1,04,196	1	Open Market purchase	19,82,912.00	1,46,95,375
Cumulative Shareholding						**1,46,95,375**
Nikhil Sawhney						
1	Opening as on 01-04-2003*1	4,82,106	10	Through purchases / allotments	1,61,52,704.55	4,82,106
2	18-08-2004	60,000	10	Inter-se transfer amongst promoters	26,28,000.00	5,42,106
3	06-09-2004	90,000	10	Inter-se transfer amongst promoters	39,42,000.00	6,32,106
4	16-02-2005	--	1	Split from Rs.10/- to Re.1/-	--	63,21,060
5	17-06-2005	94,81,590	1	Bonus shares	0.00	1,58,02,650
6	21-09-2007 to 26-09-2007	(10,00,000)	1	Open Market sale	12,39,32,547.00	1,48,02,650
7	21-11-2008 to 26-11-2008	2,68,907	1	Open Market purchase	94,12,001.66	1,50,71,557
8	01-12-2011 to 02-12-2011	2,06,096	1	Open Market purchase	29,48,372.65	1,52,77,653
Cumulative Shareholding						**1,52,77,653**
Manmohan Sawhney HUF						
1	Opening as on 01-04-2003*1	97,169	10	Through purchases / allotments	40,25,898.88	97,169
2	06-09-2004	50,000	10	Inter-se transfer	21,90,000.00	1,47,169

Sr. No.	Date of Transaction	No. of Equity Shares	Nominal Value (Rs.)	Nature of Transaction	Transaction Value (Rs.)	Cumulative No. of Shares
				amongst promoters		
3	16-02-2005	--	1	Split from Rs.10/- to Re.1/-	--	14,71,690
4	17-06-2005	22,07,535	1	Bonus shares	--	36,79,225
5	30-12-2011	3,34,000	1	Inter-se transfer amongst promoters	42,41,800.00	40,13,225
6	30-12-2011	5,00,000	1	Inter-se transfer amongst promoters	64,50,000.00	45,13,225
Cumulative Shareholding						**45,13,225**
Tarana Sawhney						
1	4-8-2009	25,000	1	Open Market purchase	28,71,828.00	25,000
Cumulative Shareholding						**25,000**
STFL Trading & Finance Limited						
1	26-12-2017	8,26,96,056	1	Acquisition pursuant to Scheme of Arrangement[*2]	-	8,26,96,056
Cumulative Shareholding						**8,26,96,056**

*[*1] Since specific details of acquisition/sale of equity shares are not available prior to 1.4.2003 accordingly aggregate shareholding as on 1.4.2003 is provided*

*[*2] Scheme of Arrangement between Subhadra Trade & Finance Limited and Verve Professional Services Private Limited (Name changed to STFL Trading & Finance Private Limited) & their respective shareholders and creditors approved by the Honourable NCLT at Allahabad pursuant to its order dated 20-09-2017.*

6.4 No Equity Shares or other specified securities in the Company were either purchased or sold (either through the Stock Exchanges or off market transactions) by any of the (i) promoters; (ii) members of the promoter group (iii) directors of the promoter and promoter group, where such promoter or promoter group entity is a Company and of persons who are in control of the Company during a period of twelve months preceding the date of the Board Resolution, i.e. June 3, 2019, and from the date of the Board Resolution till the date of this Letter of Offer, except the following:

Name	Aggregate No. of Shares Purchased/ Sold	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price (₹)	Date of Minimum Price
Mr Dhruv M. Sawhney	17,39,000	Purchase (Inter-se transfer amongst promoters)	57.60	08-03-2019	57.60	08-03-2019
Mrs Rati Sawhney	17,39,000	Sale (Inter-se transfer amongst promoters)	57.60	08-03-2019	57.60	08-03-2019

6.5 **Shareholding of the promoters and members of the promoter group post-Buyback and compliance thereof with the SEBI Listing Regulations:**

For details with respect to Promoters' shareholding post Buyback please refer to paragraph 14.4 *(Capital Structure and Shareholding Pattern*) on page 23 of this Letter of Offer

Upon completion of the Buyback, the Company will comply with the requirement of maintaining a minimum public shareholding of at least 25% of the total paid up Equity Share capital as provided under Regulation 38 of the SEBI Listing Regulations.

7. AUTHORITY FOR THE BUYBACK

The Buyback is being undertaken in accordance with Article 4 of the Articles of Association, Sections 68, 69 and 70, and other applicable provisions of the Companies Act, 2013, and applicable rules thereunder including the Companies (Share Capital and Debentures) Rules, 2014, and the SEBI Buyback Regulations. The Buyback is subject to receipt of such approvals, permissions and sanctions, as may be required under the applicable laws including from the SEBI and/ or BSE and NSE.

The Buyback has been authorised by the resolution of the Board of Directors passed at their meeting which was held on Monday, June 3, 2019.

8. NECESSITY OF THE BUYBACK

The Buyback is being proposed by the Company to return surplus funds to the equity shareholder/ beneficial owner of the Equity Shares ("**Equity Shareholders**"), which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, efficient and cost-effective manner. Additionally, the Company's management strives to increase the Equity Shareholders' value and the Buyback would result in the following benefits, amongst other things:

- The Buyback will improve the Earnings Per Share (EPS), Return on Capital Employed (ROCE) and Return on Equity (ROE);
- The Buyback will help in achieving an optimal capital structure;
- The Buyback will help the Company to distribute surplus cash to the Equity Shareholders broadly in proportion to their shareholding, thereby, enhancing their overall return;
- The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of shares as per the entitlement of the shareholders or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;
- The Buyback gives an option to the Equity Shareholders to either (i) choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback or (ii) choose to not participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment.

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend Buyback not exceeding 1,00,00,000 (One Crore Only) Equity Shares representing 3.88% of the total paid-up equity capital of the Company at price of INR 100 (Indian Rupees One Hundred only) per Equity Share, payable in cash, for an aggregate maximum amount not exceeding INR 100,00,00,000 (Indian Rupees One Hundred Crore only) excluding any expenses incurred or to be incurred for the Buyback, which represents 9.71% and 9.15% 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, 2019 on a standalone and consolidated basis respectively.

9. MANAGEMENT DISCUSSION AND ANALYSIS AND THE LIKELY IMPACT OF BUYBACK ON THE COMPANY

9.1 The Company believes that the Buyback is not likely to cause any material impact on the profitability/ earnings of the Company except a reduction in the investment income, which the Company could have otherwise deployed towards generating investment income. Assuming there is full response to the Buyback, the funds deployed by the Company towards the Buyback would be INR 100,00,00,000 (Indian

Rupees One Hundred Crore only) excluding the Transaction Costs. This shall impact the investment income earned by the Company, on account of reduced amount of surplus funds available.

9.2 The Company believes that the Buyback will not in any manner impair its ability to pursue growth opportunities or meet its cash requirements for business operations. The Buyback is likely to result in improvement in EPS and enhance the return on equity. The Buyback is being undertaken, *inter alia*, for helping the Company to return surplus cash to the Eligible Shareholders broadly in proportion to their shareholding, thereby, enhancing the overall return to the shareholders.

9.3 The promoters and members of the promoter group intend to participate in the Buyback. For further details, see "*Details of the Buyback - Intention of the promoters and members of the promoter group to participate in the Buyback"* on page 15. Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders up to their Buyback Entitlement, the aggregate shareholding of the promoters, members of the promoter group and persons in control post Buyback may increase from 68.21%, which is the shareholding as at date, to 68.49% of the post Buyback Equity Share capital of the Company and the aggregate shareholding of the public may decrease from 31.79%, which is the public shareholding as at date, to 31.51% of the post Buyback Equity Share capital of the Company.

9.4 The Buyback is not expected to result in a change in control or otherwise affect the existing management structure of the Company.

9.5 Consequent to the Buyback and based on the number of Equity Shares bought back from the Non-Resident Shareholders (including FIIs and FPIs), Indian financial institutions, banks and other shareholders, the shareholding under each category may undergo a change**.**

9.6 As required under Section 68(2)(d) of the Companies Act, 2013 the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice its paid up Equity Share capital and free reserves post completion of the Buyback, even if the response to the Buyback is to the extent of 100% (full acceptance).

9.7 In furtherance to the Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoter and members of promoter group, and their associates, shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoter and members of promoter group) from the date of Board Meeting approving the Buyback till the closing of the Buyback.

9.8 In compliance with the provisions of the SEBI Buyback Regulations, the Company shall not raise further capital for a period of 1 (one) year from the date on which the payment of consideration to shareholders who have accepted the buyback offer is made except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference share or debentures into equity shares. Further, the Company shall not issue any Equity Shares or other securities including by way of bonus issue till the date on which the payment of consideration to shareholders who have accepted the buyback offer is made in accordance with the Companies Act and the SEBI Buyback Regulations.

9.9 Salient financial parameters consequent to the Buyback based on the latest audited results as on March 31, 2019 are set forth below:

Parameter	**Standalone**		**Consolidated**	
	Pre-Buyback	**Post-Buyback***	**Pre-Buyback**	**Post-Buyback***
Net worth# (*in INR Lakhs)*	104046.61	94046.61	110372.73	100372.73
Return on Net worth (%)	23.42%	24.73%	21.48%	22.60%
Basic earnings per share (INR) of Re.1 each	8.55	8.90	8.39	8.73
Book value per share (INR)	40.34	37.93	42.79	40.48
Price/Earnings Ratio (P/E)**	8.93	8.58	9.09	8.74
Total Debt/Equity Ratio	1.68	1.86	1.58	1.74

#*Paid-up equity share capital, securities premium and reserves excluding capital reserve, amalgamation reserve, foreign currency translation reserve and cash flows hedging reserve.*

** The post Buyback numbers are calculated by reducing the net worth by the proposed Buyback of INR 100 crores (assuming full acceptance) without*

factoring in any other impact to the net worth.

***Share price used to calculate P/E has been taken as closing price of June 3, 2019 on BSE i.e. INR 76.35.*

The key ratios have been computed as below:

Key Ratios	Basis
Basic Earnings per Share (INR)	Net Profit After Tax attributable to equity shareholders / Weighted average number of Shares outstanding during the year
Diluted Earnings per Share (INR)	Net Profit After Tax attributable to equity shareholders / Weighted average number of Shares, including potential equity shares, outstanding, during the year
Book value per Share (INR)	Net Worth (Paid-up equity share capital, securities premium and reserves excluding capital reserve, amalgamation reserve, foreign currency translation reserve and cash flows hedging reserve) / Number of Equity Shares outstanding at year end
Total Debt-Equity Ratio	Total Debt / Equity (Paid-up equity share capital, free reserves and securities premium)
Return on Net Worth (%)	Net Profit After Tax / Average Net Worth (Paid-up equity share capital, securities premium and reserves excluding capital reserve, amalgamation reserve, foreign currency translation reserve and cash flows hedging reserve)

10. BASIS OF CALCULATING THE BUYBACK OFFER PRICE

10.1 The Buyback Offer Price being INR 100 per Equity Share has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices of the Equity Shares on the Stock Exchanges, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the EPS.

10.2 The Buyback Offer Price i.e., INR 100 per Equity Share represents, premium of 62.91% and 62.81% over the volume weighted average market price of the Equity Shares on BSE and on NSE, respectively, during the three months preceding May 21, 2019, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback and premium of 47.06% and 47.17% over the closing market price of the Equity Shares on BSE and on NSE, respectively, as on May 21, 2019.

10.3 The closing market price of the Equity Shares as on the date of intimation of the date of the Board Meeting i.e. May 21, 2019, was INR 68.00 and INR 67.95 on BSE and NSE, respectively. For trends in the market price of the Equity Shares, please refer to *"Stock Market Data"* on page 29.

10.4 Certain financial ratios as at March 31, 2019 ("**Pre-Buyback**") as derived from our audited statements and the corresponding ratios assuming full acceptance of the Buyback ("**Post-Buyback**") are set forth below:

Particulars	Pre-Buyback		Post-Buyback*	
	Standalone	Consolidated	Standalone	Consolidated
Book value per Equity Share (in INR)	40.34	37.93	42.79	40.48
Basic EPS (in INR)	8.55	8.90	8.39	8.73
Return on net worth (in %)	23.42%	24.73%	21.48%	22.60%

***** *Assuming full acceptance of Equity Shares in the Buyback.*

11. SOURCES OF FUNDS FOR THE BUYBACK

11.1 Assuming full acceptance, the funds that would be utilised by the Company for the purpose of the Buyback would be INR 100,00,00,000 (Indian One Hundred Crore only) excluding the Transaction Costs.

11.2 The funds required for implementation of the Buyback (including the Transaction Costs) will be sourced from current balances of cash and cash equivalents and/or internal accruals of the Company and/or liquidation of financial instruments held by the Company. The Company will transfer from its free reserves and/or securities premium account a sum equal to the nominal value of the Equity Shares bought back pursuant to the Buyback to the Capital Redemption Reserve Account and details of such transfer

will be disclosed in the subsequent audited financial statements of the Company. The Company has neither raised nor does it intend to raise additional debt in connection with the Buyback.

11.3 The Company confirms that the funds for the Buyback will be made available out of its internal accruals and not out of the funds borrowed, if any, from banks and financial institutions.

12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN

12.1 In accordance with Regulation 9(xi) of the SEBI Buyback Regulations, the Company has appointed Axis Bank Limited, having its registered office at Trishul, 3rd Floor, Opposite Samartheshwar Temple, Law Garden, Ellis Bridge, Ahmedabad 380 006, Gujarat as the Escrow Agent for Buyback and an Escrow Agreement has been entered into amongst the Company, the Manager to the Buyback and Escrow Agent.

12.2 In accordance with the Escrow Agreement, the Company has opened an Escrow Account in the name and style of "Triveni Engineering & Industries Limited- Buyback Escrow A/c" bearing account number 919020048202566 with the Escrow Agent. In accordance with Regulation 9(xi) of the SEBI Buyback Regulations, the Company has deposited INR 25,00,00,000 (Indian Rupees Twenty Five Crores only) in the Escrow Account. In accordance with the SEBI Buyback Regulations, the Manager to the Buyback has been empowered to operate the Escrow Account.

13. FIRM FINANCING ARRANGEMENTS

13.1 The Company has adequate and firm financial resources to fulfil the obligations under the Buyback and the same has been certified by M/s. S.S. Kothari Mehta & Co., Chartered Accountants (Firm Registration No: 000756N) through their Partner, Yogesh K. Gupta (Membership Number: 093214), by their certificates dated June 4, 2019 and July 11, 2019. The address of M/s. S.S. Kothari Mehta & Co., Chartered Accountants is Plot No.68, Okhla Industrial Area, Phase-III, New Delhi-110 020 and its telephone no. is +91 11 4670 8888 and its fax no. is +91 11 4670 8899.

13.2 Based on the aforementioned certificates, the Manager to the Buyback confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the SEBI Buyback Regulations.

14. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

14.1 The present and the post-Buyback capital structure of the Company are set forth below:

Particulars	Present	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 2,00,00,00,000 (2,00,00,000 Preference Shares of INR 10 each)	INR 2,00,00,00,000 (2,00,00,000 Preference Shares of INR 10 each)
Issued share capital**	INR 25,79,53,110 (25,79,53,110 Equity Shares of INR 1 each)	INR 24,79,53,110 (24,79,53,110 Equity Shares of INR 1 each)
Subscribed and paid up share capital	INR 25,79,46,710 (25,79,53,110 Equity Shares of INR 1 each**)	INR 24,79,46,710 (24,79,53,110 Equity Shares of INR 1 each**)

[#]Note: Assuming the full Acceptance of the Buyback Offer Size. However, the post-Buyback issued, subscribed and paid-up capital may differ depending upon the actual number of Equity Shares bought back.

[**] Includes 8,000 forfeited equity shares

14.2 The Company has not undertaken any buyback in the three years preceding the date of the Draft Letter of Offer until the date of this Letter of Offer.

14.3 The Company confirms that:

(a) all Equity Shares are fully paid-up and there are no partly-up shares or calls-in-arrears;

(b) there are no outstanding convertible securities; and

(c) no scheme of amalgamation or compromise or arrangement pursuant to the Companies Act is pending in relation to the Company.

14.4 The shareholding pattern of the Company Pre-Buyback as on the Record Date i.e. June 19, 2019 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")	17,59,57,229	68.21%	16,98,23,226	68.49%
Foreign Investors (Including Non-Resident Indians, FIIs and Foreign Mutual Funds)	1,40,93,369	5.46%	7,81,21,884	31.51%
Financial Institutions/Banks & Mutual Funds promoted by Banks/Institutions and Insurance Companies	56,61,441	2.19%		
Others (Public, Public Bodies Corporate etc.)	6,22,33,071	24.13%		
Total	**25,79,45,110**	**100.00%**	**24,79,45,110**	**100.00%**

[#]Note: Assuming the full Acceptance of the Buyback Offer Size in accordance with the Buyback Entitlement for all Eligible Shareholders. However, the post-Buyback shareholding pattern may differ.

15. BRIEF INFORMATION ABOUT THE COMPANY

15.1 The Company was incorporated on July 27, 1932 under the Companies Act, 1913 as 'The Ganga Sugar Corporation Limited'. The Company obtained a certificate of commencement of business on February 6, 1933. The name of the Company was changed to 'Gangeshwar Limited' on April 3, 1973 and subsequently to 'Triveni Engineering & Industries Limited' on March 31, 2000.

15.2 At the time of incorporation, the registered office of the Company was situated in pre-partitioned Punjab. After partition, the registered office of the Company was shifted to New Delhi. In June 1997, with the approval of the shareholders and sanction of the Company Law Board, the registered office of the Company was changed from New Delhi to the present registered office at Deoband, District Saharanpur, Uttar Pradesh-247 554.

15.3 The Company is one of the largest integrated sugar producers in India, having total crushing capacity of 61000 TCD (the "**Sugar Business**") and is engaged as a leading player in the High Speed Gearboxes and Gears, and Wastewater Treatment and Management (the "**Engineering Business**").

15.4 The Company's sugar operations involve manufacture of sugar (including refined and pharmaceutical grade sugar), generation of power (including export of power to the grid) through our bagasse-based cogeneration plants and production of Ethanol in our molasses based distilleries. The Company has seven sugar manufacturing facilities across the state of Uttar Pradesh, Cogeneration and Incidental Cogeneration plants at five of our sugar units and two distilleries.

15.5 The Company has core competencies in offering engineered-to-order products and turnkey solutions in our Gear and Water business. Company's Gear Business comprises engineering, design, manufacture of engineered-to-order products along with after-market services, including retrofitment whereas the offerings of Water Business include customised equipment / turnkey solutions. The manufacturing facilities for Gear Business are located in Mysuru, Karnataka, whereas the Water Business is based at Noida, with projects being executed all over India.

15.6 The Company's equity shares are listed on BSE and NSE.

15.7 The Equity Shares are currently traded in compulsory dematerialized mode under the trading code(s) 532356 at BSE and TRIVENI at NSE. The ISIN of the Equity Shares is INE256C01024.

15.8 The following table sets forth the history of the equity share capital of the Company:

Date of allotment	Number of equity shares	Face value per equity share (INR)	Issue price per equity share (INR)	Nature of transaction	Cumulative number of equity shares	Cumulative paid up equity share capital (INR)
Upto 1966-67[#]	7,50,000	10	10	Initial subscription to the Memorandum of Association / further Issue / Bonus Issue	7,50,000	75,00,000
From 1966-67 to 1970-71	2,50,000	10	-	Bonus Issue	10,00,000	1,00,00,000
December 30, 1993	9,00,000	10	65	Issue of shares on private placement basis	19,00,000	1,90,00,000
May 31, 1994	15,57,300*	10	40	Issue of shares on private placement basis	34,57,000	3,45,70,000
June 20, 1994	4,42,700	10	40	Issue of shares on private placement basis	39,00,000	3,90,00,000
June 20, 1994	3,50,000	10	65	Issue of shares on private placement basis	42,50,000	4,25,00,000
March 31, 2000	(13,50,000)	10	65	Cancellation of shares held by erstwhile Triveni Engineering & Industries Ltd. ('Triveni') i.e. cross holdings consequent upon merger of erstwhile Triveni with Gangeshwar Limited	29,00,000	2,90,00,000
May 27, 2000	93,90,001	10	10	Allotment pursuant to scheme of Arrangement between erstwhile Triveni and Gangeshwar Limited approved by Hon'ble Allahabad High Court pursuant to its order dated March 6, 2000.	1,22,90,000	12,29,00,000
May 8, 2003	(39,73,995)	10	10	Conversion into 12% redeemable cumulative preference shares of Rs.10/- each pursuant to Scheme of Arrangement approved by Hon'ble Allahabad High Court pursuant to its order dated March 27, 2003.	83,15,000	8,31,50,000

Date of allotment	Number of equity shares	Face value per equity share (INR)	Issue price per equity share (INR)	Nature of transaction	Cumulative number of equity shares	Cumulative paid up equity share capital (INR)
With effect from February 16, 2005, each equity share of our Company of the face value of INR 10 each was split into 10 equity shares of our Company of the face value of INR 1 each, and accordingly, 83,15,000 equity shares of our Company of the face value of INR 10 each were split into 8,31,50,000 Equity Shares of INR 1 each.						
June 17, 2005	12,47,28,090	1	-	Bonus Issue	20,78,80,150	20,78,80,150
December 7, 2005	5,00,00,000	1	48	Follow-on Public Issue	25,78,80,150	25,78,80,150
March 20, 2014	20,000	1	14	Allotment pursuant to exercise of options under TEIL ESOP 2009	25,79,00,150	25,79,00,150
May 7, 2014	44,960	1	14	Allotment pursuant to exercise of options under TEIL ESOP 2009	25,79,45,110	25,79,45,110

**Out of this, 8000 equity shares were forfeited for non-payment of call money. # The data with regard to allotment of shares is available only post 1966. The same is because the data for periods prior to 1966 had not been handed over to the present management when it took over the management in 1992. The available records of the Company do not have these records.*

15.9 The following table sets forth details regarding the Board of the Directors as on the date of the Letter of Offer:

Name, Qualification, Occupation, Age (in years) and DIN	Designation	Date of Joining/Appointment	Other Directorships
Mr. Dhruv Manmohan Sawhney *Qualification:* M.A. in Mechanical Sciences from Emmanuel College, University of Cambridge, U.K. and M.B.A with distinction from The Wharton School, University of Pennsylvania, U.S.A. *Occupation*: Industrialist *Age:* 75 years *DIN:* 00102999	Chairman & Managing Director	September 20, 1992	1. Triveni Turbine Limited 2. GE Triveni Limited 3. Triveni Turbines Europe Private Limited, UK 4. Triveni Turbines DMCC, Dubai, UAE 5. Triveni Turbines Africa (Pty.) Ltd., South Africa 6. Kameni Upaskar Limited
Mr. Tarun Sawhney *Qualification:* Master's in arts from Emmanuel College, University of Cambridge, U.K. and M.B.A. from The Wharton School, University of Pennsylvania, U.S.A. *Occupation*: Industrialist *Age:* 45 years *DIN:* 00382878	Vice Chairman & Managing Director	November 19, 2008	1. Triveni Turbine Limited 2. GE Triveni Limited 3. Indian Sugar Exim Corporation Limited

Name, Qualification, Occupation, Age (in years) and DIN	Designation	Date of Joining/Appointment	Other Directorships
Mr. Nikhil Sawhney *Qualification:* Master's in arts from Emmanuel College, University of Cambridge, U.K. and M.B.A. from The Wharton School, University of Pennsylvania, U.S.A. *Occupation*: Industrialist *Age:* 43 years *DIN:* 00029028	Non-Executive Director	November 19, 2008	1. Triveni Turbine Limited 2. GE Triveni Limited 3. Triveni Energy Systems Limited 4. Aqwise-wise Water Technologies Ltd, Israel 5. Mathura Wastewater Management Private Limited
Dr. F.C. Kohli *Qualification:* Bachelor degree in Electrical Engineering from Queen's University, Canada, Masters in Science degree from the Massachusetts Institute of Technology USA, Honorary Doctorate in Engineering from the University of Waterloo, Canada, Robert Gordon University, Aberdeen, UK, IIT, Bombay (India), University of Roorkee, Uttar Pradesh (India). *Occupation*: Industrialist *Age:* 95 years *DIN:* 00102878	Non-Executive Independent Director	May 27, 2000	1. Dolphin Offshore Enterprises (India) Limited 2. ASL Advanced Systems Private Limited
Lt. Gen. K.K. Hazari (Retd.) *Qualification:* Graduate from Defence Service Staff College, Camberley, UK and National Defence College, New Delhi *Occupation*: Retired *Age:* 90 years *DIN:* 00090909	Non-Executive Independent Director	April 03, 2000	1. Triveni Engineering Limited 2. Magoo Strategic Infotech Private Limited (Under process of striking off)
Mr. Shekhar Datta *Qualification:* Companion – Institute of Mechanical Engineers, London and Fellow of All India Management Association *Occupation*: Professional *Age:* 81 years *DIN:* 00045591	Non-Executive Independent Director	April 25, 2009	1. Triveni Turbine Limited 2. GE Triveni Limited 3. Wockhardt Bio AG. Zug, Switzerland

Name, Qualification, Occupation, Age (in years) and DIN	Designation	Date of Joining/Appointment	Other Directorships
Ms. Homai Ardeshir Daruwalla *Qualification:* B. Com (Hons.) from University of Mumbai, Fellow Member of Institute of Chartered Accountants of India *Occupation*: Consultant *Age:* 70 years *DIN:* 00365880	Non-Executive Independent Director	November 7, 2013	1. IIFL Assets Management Limited 2. Meliora Asset Reconstruction Company Limited 3. Gammon Infrastructure Projects Limited 4. Reliance Financial Limited 5. Reliance Securities Limited 6. Triveni Turbine Limited 7. Jaiprakash Associates Limited 8. Rolta India Limited 9. Vizag Seaport Private Limited
Dr. Santosh Pande *Qualification:* B.Tech. (Mech.) from IIT Kharagpur, PGDBM from IIM, Kolkata, Fellow Member of the Institute of Cost Accountants of India and Ph.D. from Aligarh Muslim University *Occupation: Consultancy* *Age:* 67 years *DIN:* 01070414	Non-Executive Independent Director	April 16, 2014	1. Triveni Turbine Limited 2. Nihilent Limited
Mr Sudipto Sarkar *Qualification: B.Sc. (Maths-Hons.) from Presidency College, Kolkata; B.A. (Law Tripos), M.A. (Law) and LL.M, (International Law) from Jesus College, Cambridge, UK.* *Occupation*: Senior Lawyer *Age:* 72 years *DIN:* 00048279	Non-Executive Independent Director	November 7, 2015	1. Vesuvius India Limited 2. EIH Limited 3. EIH Associated Hotels Limited 4. Turf Properties Private Limited 5. Indivar Commercial Private Limited
Mr. Jitendra Kumar Dadoo *Qualification:* Bachelor of Arts (Honours) in Economics from St. Stephen's College, New Delhi, Bachelor of Law (LLB) from Delhi University, and Master degree (MBA) in Marketing from IIM, Ahmedabad. *Occupation*: Consultancy *Age:* 61 years	Non-Executive Independent Director	May 21, 2019	1. Panacea Medical Technologies Private Limited

Name, Qualification, Occupation, Age (in years) and DIN	Designation	Date of Joining/Appointment	Other Directorships
DIN: 02481702			

15.10 The changes in our Board during the three years immediately preceding the date of the Letter of Offer are as follows:

Name of Director	Appointment/ Cessation	Effective Data	Reasons
Mr. M.K. Daga	Cessation	April 1, 2017	Completion of Tenure
Mr Jitendra Kumar Dadoo	Appointment	May 21, 2019	Appointment

15.11 The Buyback will not result in any benefit to any directors of the Company, promoters and members of the promoter group and persons in control of the Company except to the extent of their participation in the Buyback and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to a reduction in the equity share capital post Buyback.

16. FINANCIAL INFORMATION ABOUT THE COMPANY

16.1 The salient financial information of the Company, as extracted from the audited standalone and consolidated results for the fiscal year 2017, 2018, and 2019:

(INR in Lakhs)

Particulars	Standalone Audited			Consolidated Audited		
	For the year ended on March 31, 2019	For the year ended on March 31, 2018	For the year ended on March 31, 2017	For the year ended on March 31, 2019	For the year ended on March 31, 2018	For the year ended on March 31, 2017
Revenue from Operations	315156.34	341186.08	296686.61	315173.69	341186.08	296686.61
Other Income	6761.49	2407.34	3037.45	6363.57	1543.04	2713.70
Total Income	**321917.83**	**343593.42**	**299724.06**	**321537.26**	**342729.12**	**299400.31**
Total Expense (excluding Finance Cost, Depreciation & Amortisation, Tax and Exceptional Items)	284249.76	313579.60	244529.28	284285.56	313597.92	244532.48
Finance Cost	6798.78	8533.87	12655.44	6798.71	8533.97	12655.44
Depreciation & Amortisation	5695.14	5536.56	5720.99	5695.14	5535.56	5720.99
Exceptional Items - Income / (Expense)	2034.85	0.00	-8546.74	0.00	0.00	-8546.74
Profit before share of net profit of investments accounted for using equity method and tax	27209.00	15943.39	28271.61	24757.85	15061.67	27944.66
Share of net profit/ (loss) of joint venture accounted for using the equity method	0.00	0.00	0.00	2022.85	1822.01	2267.76
Profit Before Tax	27209.00	15943.39	28271.61	26780.70	16883.68	30212.42
Tax Expense	5152.65	4969.02	4915.36	5152.65	4969.68	4916.30
Profit After Tax	**22056.35**	**10974.37**	**23356.25**	**21628.05**	**11914.00**	**25296.12**
Other Comprehensive Income	-137.34	121.72	-448.62	-41.01	120.57	-479.89
Total Comprehensive Income	21919.01	11096.09	22907.63	21587.04	12034.57	24816.23

Paid-up Equity Share Capital	2579.47	2579.47	2579.47	2579.47	2579.47	2579.47
Free reserves and Securities premium #	100429.22	80711.58	70528.57	106679.60	87383.97	76253.77
Net worth *	104046.61	84304.37	73984.48	110372.73	91037.86	79770.78
Total debt	172590.39	124224.97	173075.41	172590.39	124224.97	173075.41
- Secured Loans	172590.39	122134.97	171409.38	172590.39	122134.97	171409.38
- Unsecured Loans	0.00	2090.00	1666.03	0.00	2090.00	1666.03

#considered as defined in section 2(43) of Companies Act, 2013 read with section 68 of the Companies Act, 2013. Accordingly, retained earnings as on March 31, 2019, 2018 and 2017are reduced to the extent of INR 424.16 Lakhs, INR 419.64 lakh and INR 276.63 lakh on account of fair value changes of certain assets & liabilities.

**excludes capital reserve, amalgamation reserve, foreign currency translation reserve and cash flows hedging reserve.*

Key Ratios	Standalone			Consolidated		
	For the year ended March 31, 2019 (Audited)	For the year ended March 31, 2018 (Audited)	For the year ended March 31, 2017 (Audited)	For the year ended March 31, 2019 (Audited)	For the year ended March 31, 2018 (Audited)	For the year ended March 31, 2017 (Audited)
Basic Earnings per Share (INR) of Re.1 each	8.55	4.25	9.06	8.39	4.62	9.81
Diluted Earnings per Share (INR) of Re.1 each	8.55	4.25	9.06	8.39	4.62	9.81
Book value per Share (INR)	40.34	32.68	28.68	42.79	35.29	30.93
Debt / Equity Ratio	1.68	1.49	2.37	1.58	1.38	2.20
Return on Net Worth (%)	23.42%	13.87%	37.35%	21.48%	13.95%	37.56%

The key ratios have been computed as below:

Key Ratios	Basis
Basic Earnings per Share (INR)	Net Profit After Tax attributable to equity shareholders / Weighted average number of Shares outstanding during the year
Diluted Earnings per Share (INR)	Net Profit After Tax attributable to equity shareholders / Weighted average number of Shares, including potential equity shares, outstanding, during the year
Book value per Share (INR)	Net Worth (Paid-up equity share capital, securities premium and reserves excluding capital reserve, amalgamation reserve, foreign currency translation reserve and cash flows hedging reserve) / Number of Equity Shares outstanding at year end
Total Debt-Equity Ratio	Total Debt / Equity (Paid-up equity share capital, free reserves and securities premium)
Return on Net Worth (%)	Net Profit After Tax / Average Net Worth (Paid-up equity share capital, securities premium and reserves excluding capital reserve, amalgamation reserve, foreign currency translation reserve and cash flows hedging reserve)

16.2 The Company hereby declares that it will comply with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, if it becomes applicable, in connection with the Buyback.

16.3 The Company hereby also declares that it has complied with as will comply with Sections 68, 69 and 70 of the Companies Act, in connection with the Buyback.

17. STOCK MARKET DATA

17.1 The Equity Shares are currently traded under the trading code(s) 532356 at BSE and TRIVENI at NSE.

17.2 The high, low and average market prices in preceding three fiscal years and the monthly high, low and average market prices for the six months preceding the date of the Public Announcement and their corresponding volumes on BSE and NSE are given below:

For BSE

Period	High* (INR)	Date of High	Number of Equity Shares traded on that date	Low* (INR)	Date of Low	Number of Equity Shares traded on that date	Average Price* (INR)	Total volume of Equity Shares traded in the period (No. of Equity Shares)
Preceding three years								
1 Apr. 2018 to 31 Mar.2019	63.60	7-Mar-19	152,351	34.05	20-Jul-18	24,664	44.53	29,208,966
1 Apr. 2017 to 31 Mar. 2018	107.90	8-Aug-17	1,261,414	39.95	26-Mar-18	369,807	80.76	43,707,546
1 Apr. 2016 to 31 Mar. 2017	94.70	31-Mar-17	457,738	46.60	1-Jun-16	171,658	61.03	58,419,671
Preceding six months								
1 May 2019 to 31 May 2019	74.50	31-May-19	150,941	61.55	16-May-19	33,939	67.29	1,823,607
1 Apr 2019 to 30 Apr 2019	69.00	25-Apr-19	145,717	58.15	4-Apr-19	38,357	64.05	1,413,561
1 Mar 2019 to 31 Mar 2019	63.60	7-Mar-19	152,351	56.05	14-Mar-19	212,555	58.49	3,994,768
28 Feb 2019 to 28 Feb 2019	58.30	25-Feb-19	530,889	41.05	4-Feb-19	56,391	48.33	2,349,356
1 Jan 2019 to 31 Jan 2019	51.30	15-Jan-19	283,752	41.00	28-Jan-19	71,591	46.67	1,441,081
1 Dec 2018 to 31 Dec 2018	52.30	12-Dec-18	141,428	46.80	26-Dec-18	38,099	48.86	1,004,199

For NSE

Period	High* (INR)	Date of High	Number of Equity Shares traded on that date	Low* (INR)	Date of Low	Number of Equity Shares traded on that date	Average Price* (INR)	Total volume of Equity Shares traded in the period (No. of Equity Shares)
Preceding three years								
1 Apr. 2018 to 31 Mar. 2019	62.95	6-Mar-19	1,831,288	33.20	19-Apr-18	614,639	44.57	205,539,642
1 Apr.2017 to 31 Mar. 2018	108.00	7-Aug-17	8,855,485	39.80	26-Mar-18	1,253,332	80.77	244,116,226
1 Apr. 2016 to 31 Mar. 2017	91.80	31-Mar-17	2,105,228	46.90	1-Jun-16	1,012,411	61.06	275,887,056
Preceding six month								
1 May 2019 to 31 May 2019	74.35	31-May-19	835,463	61.30	16-May-19	305,881	67.34	15,959,155
1 Apr 2019 to 30 Apr 2019	69.10	25-Apr-19	1,855,826	58.15	4-Apr-19	657,254	64.11	14,886,512
1 Mar 2019 to 31 Mar 2019	62.95	6-Mar-19	1,831,288	56.00	14-Mar-19	2,892,523	58.55	19,708,910
28 Feb 2019 to 28 Feb 2019	58.35	25-Feb-19	4,188,264	41.70	4-Feb-19	174,901	48.37	18,767,340
1 Jan 2019 to 31 Jan 2019	51.50	15-Jan-19	2,068,309	41.20	29-Jan-19	312,995	46.69	10,608,292
1 Dec 2018 to 31 Dec 2018	52.25	12-Dec-18	905,467	46.80	26-Dec-18	216,302	48.90	7,575,067

17.3 The closing market price of the Equity Shares of the Company as on May 31, 2019 i.e., the trading day before June 3, 2019 being the date of Board Meeting approving the Buyback was INR 71.50 per Equity Share on BSE and INR 71.50 per Equity Share on NSE.

17.4 The closing market price of the Equity Shares of the Company as on June 3, 2019 i.e., the date of Board Meeting approving the Buyback was INR 76.35 per Equity share on BSE and INR 76.25 per Equity share on NSE.

17.5 The closing market price of the Equity Shares of the Company as on June 4, 2019 i.e. the trading date immediately after June 3, 2019, being the date of Board Meeting approving the Buyback and the date of the Public Announcement, was INR 75.85 per Equity Share on BSE and INR 75.90 per Equity Share on NSE.

18. DETAILS OF THE STATUTORY APPROVALS

18.1 The Buyback will be subject to such necessary approvals as may be required under the applicable laws including from the SEBI and/ or the BSE, and the NSE, and the Buyback from Non-Resident Shareholders, erstwhile overseas corporate bodies and other applicable categories will be subject to such approvals of the Reserve Bank of India, if any, under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder.

18.2 The Buyback from each Eligible Shareholder is subject to all statutory consents and approvals as may be required by such Eligible Shareholder under applicable laws and regulations. The Eligible Shareholder shall be solely responsible for obtaining all such statutory consents and approvals (including, without limitation the approvals from the Reserve Bank of India, if any) as may be required by them in order to sell their Equity Shares to the Company pursuant to the Buyback. An Eligible Shareholder would be required to provide copies of all such consents and approvals obtained by them to the Registrar to the Buyback. The Company will have the right to make payment in respect of the Equity Shareholders for whom no prior approval from the RBI approval is required and not accept Equity Shares from the Equity Shareholders in respect of whom prior approval from the RBI is required and in the event copies of such approvals are not submitted.

18.3 By agreeing to participate in the Buyback, the non-resident Eligible Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting.

18.4 No other statutory approvals are required by the Company for the Buyback as on the date of this Letter of Offer. If any statutory or regulatory approval becomes applicable subsequently, the Buyback will be subject to such statutory or regulatory approval(s) and the Company shall obtain such statutory approvals as may be required, from time to time, if any. In the event of any delay in receipt of any statutory / regulatory approvals, changes to the proposed timetable of the Buyback, if any, shall be intimated to the Stock Exchanges. The Company has received consent/ no objection from the lenders for the Buyback.

19. DETAILS OF REGISTRAR TO THE BUYBACK

Eligible shareholders are required to send Tender Form along with the other requisite document(s), as mentioned in "*Procedure for Tender Offer and Settlement*" on page 36 along with TRS generated by the stock exchange bidding system upon placing of a bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback, so that the same are received not later than 2 (two) days of Buyback Closing Date Tuesday, August 6, 2019 by 5:00 p.m. The envelope should be super scribed as "***Triveni Engineering & Industries Limited Buyback Offer 2019***". The Company has appointed Karvy Fintech Private Limited as the Registrar to the Buyback their contact details are set forth below:

Karvy Fintech Private Limited
Karvy Selenium Tower B Plot 31-32, Gachibowli
Financial District, Nanakramguda

Serilingampally
Hyderabad Rangareddi
Telangana 500 032, India
Tel: +91 40 6716 2222
Fax: +91 40 2343 1551
E-mail: teil.buyback@karvy.com
Investor Grievance Id: einward.ris@karvy.com
Contact Person: Mr. M. Murali Krishna
SEBI Registration No.: INR000000221

THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK.

ELIGIBLE SHAREHOLDERS ARE ADVISED TO ENSURE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS ARE COMPLETE IN ALL RESPECTS OTHERWISE THE SAME ARE LIABLE TO BE REJECTED.

20. PROCESS AND METHODOLOGY FOR THE BUYBACK

20.1 The Company proposes to Buyback up to 1,00,00,000 (One Crore only) Equity Shares, representing 3.88% of the issued, subscribed and paid-up Equity Shares, from all Eligible Shareholders (Equity Shareholders as on the Record Date, being Wednesday, June 19, 2019), on a proportionate basis, through the 'tender offer' process, at a price of INR 100 per Equity Share, payable in cash, for an aggregate maximum amount of INR 100,00,00,000 (Indian Rupees One Hundred Crore only) excluding the Transaction Costs, which represents 9.71% and 9.15% 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, 2019, on a standalone and consolidated basis respectively (i.e., the last audited financial statements available as on the date of the Board Resolution approving the Buyback).

20.2 The Buyback is in accordance with the provisions of Companies Act, Article 4 of the Articles of Association of the Company and subject to the provisions of the SEBI Buyback Regulations, and such other approvals, permissions as may be required from time to time from the Stock Exchanges any other statutory and/or regulatory authority, as may be required and which may be agreed to by the Board and/or any committee thereof. The Buyback would be undertaken in accordance with circular no CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, issued by SEBI, which prescribes mechanism for acquisition of shares through stock exchange. In this regard, the Company will request BSE to provide the acquisition window.

20.3 The promoters and members of the promoter group intend to participate in the Buyback. For further details, see "*Details of the Buyback - Intention of the promoters and members of the promoter group to participate in the Buyback*" on page 15.

20.4 Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Eligible Shareholders up to their Buyback Entitlement, the aggregate shareholding of the promoters, members of the promoter group and persons in control post the Buyback may increase from 68.21%, which is the shareholding as at date, to 68.49% of the post Buyback equity share capital of the Company.

20.5 **Record Date, ratio of Buyback and Buyback Entitlement:**

(a) As required under the SEBI Buyback Regulations, the Company has fixed Wednesday, June 19, 2019 as the Record Date for the purpose of determining the entitlement and the names of the shareholders of the Equity Shares, who are eligible to participate in the Buyback.

(b) The Equity Shares to be bought back, as part of the Buyback is divided in to two categories:

(i) reserved category for Small Shareholders; and
(ii) the General Category for all other Eligible Shareholders.

(c) 'Small Shareholder' has been defined under Regulation 2(i)(n) of the SEBI Buyback Regulations and in relation to the Buyback means an Eligible Shareholder who holds Equity

Shares of market value of not more than INR 2,00,000 (Indian Rupees two lakhs only), on the basis of closing price on BSE/ or NSE, whichever registers the highest trading volume in respect of the Equity Shares on the Record Date Wednesday, June 19, 2019. As on the Record Date, the volume of Equity Shares traded on BSE was 46,689 Equity shares and on NSE was 5,67,819 Equity Shares. Accordingly, NSE being the stock exchange with highest trading volume, the closing price was INR 65.60 and hence all Eligible Shareholders holding not more than 3,048 Equity Shares as on the Record Date are classified as 'Small Shareholders' for the purpose of the Buyback.

(d) Based on the above definition, there are 44,624 Small Shareholders with aggregate shareholding of 1,41,18,154 Equity Shares (as on the Record Date), which constitutes 5.47% of the total paid-up Equity Share capital of the Company and 141.18% of the 1,00,00,000 (One Crore only) Equity Shares which are proposed to be bought back as part of this Buyback.

(e) In furtherance to Regulation 6 of the SEBI Buyback Regulations, the reservation for the Small Shareholders (Reserved Category), will be higher of:

(i) 15% of the number of Equity Shares which the Company proposes to Buyback, which works out to 15,00,000 Equity Shares; or

(ii) number of Equity Shares as per their entitlement as on the Record Date (i.e., 1,41,18,154 / 25,79,45,110 × 1,00,00,000), which works out to 5,47,332 Equity Shares. All the outstanding Equity Shares have been used for computing the Buyback Entitlement of Small Shareholders since the promoters and members of the promoter group also intend to participate in the Buyback.

(f) Based on the above and in accordance with Regulation 6 of the SEBI Buyback Regulations, 15,00,000 Equity Shares will be reserved for Small Shareholders. Accordingly, General Category shall consist of 85,00,000 Equity Shares.

(g) In order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios do not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and the Buyback Entitlement. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ subaccounts and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body – broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

(h) Based on the aforementioned, the entitlement ratio of Buyback for both categories is set forth below:

Category	Entitlement ratio in the Buyback
Reserved Category for Small Shareholders	17 Equity Shares out of every 160 Equity Shares held on the Record Date
General Category for all other Eligible Shareholders	19 Equity Shares out of every 545 Equity Shares held on the Record Date

Note: The above ratio of Buyback is approximate and provides an indicative Buyback Entitlement. Any computation of entitled Equity Shares using the above ratio may provide a slightly different number due to rounding off.

20.6 **Fractional Entitlements**

If the Buyback Entitlement under Buyback, after applying the above-mentioned ratios to the Equity Shares (held on the Record Date), is not a round number (not in the multiple of 1 (one) Equity Share), then the fractional entitlement shall be ignored for computation of the Buyback Entitlement to tender Equity Shares in the Buyback for both categories of Eligible Shareholders.

On account of ignoring the fractional entitlement, those Small Shareholders who hold 9 or less Equity Shares (as on the Record Date) will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender Additional Equity Shares as part of the Buyback and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered for Additional Equity Shares

20.7 **Basis of Acceptance of Equity Shares validly tendered in the Reserved Category:**

In accordance with the Letter of Offer and Tender Form, the Acceptance in the Buyback from the Reserved Category will be implemented in the following order of priority:

(a) Full Acceptance from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.

(b) Post-acceptance as described in paragraph 20.7 (a) above, in case there are any Equity Shares left to be bought back from the Small Shareholders who were entitled to tender zero Equity Shares (on account of ignoring the fractional entitlement) and have tendered Additional Equity Shares as part of the Buyback, shall be given preference and one Equity Share each from the Additional Equity Shares tendered by such Small Shareholders would be bought back in the Reserved Category.

(c) Post-acceptance as described in paragraphs 20.7(a) and 20.7(b) above, in case there are any validly tendered unaccepted Equity Shares in the Reserved Category and any Equity Shares left to be bought back in the Reserved Category, the Additional Equity Shares tendered by the Small Shareholders over and above their Buyback Entitlement, shall be accepted in proportion of the Additional Equity Shares tendered by them and the Acceptances shall be made in accordance with the SEBI Buyback Regulations (valid Acceptance per Small Shareholder shall be equal to the Additional Equity Shares validly tendered by them divided by the total Additional Equity Shares validly tendered by the Small Shareholders and multiplied by the total number of Equity Shares remaining to be bought back in Reserved Category). For the purpose of this calculation, the Additional Equity Shares taken into account for the Small Shareholders, from whom one Equity Share has been Accepted in accordance with Paragraph 20.7 (b) above, shall be reduced by one.

(d) The procedure of adjustment for fractional results in case of proportionate Acceptance, as described in Paragraph 20.7 (c) above, is set forth below:

(i) For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

(ii) For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

20.8 **Basis of Acceptance of Equity Shares validly tendered in the General Category:**

In accordance with the Letter of Offer and Tender Form, the Acceptance in the Buyback from the General Category will be implemented in the following order of priority:

(a) Full Acceptance in the General Category from the Eligible Shareholders who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.

(b) Post-acceptance as described in Paragraph 20.8 (a) above, in case there are any validly unaccepted Equity Shares in the General Category and the Equity Shares left to be bought back in the General Category, the Additional Equity Shares tendered by the Eligible Shareholders under the General Category over and above their Buyback Entitlement shall be Accepted in proportion of the Additional Equity Shares tendered by them and the Acceptances shall be made in accordance with the SEBI Buyback Regulations (valid Acceptance per such Eligible Shareholder shall be equal to the Additional Equity Shares validly tendered by them divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the total number of Equity Shares remaining to be bought back in General Category).

(c) Adjustment for fractional results in case of proportionate acceptance as described in Paragraph 20.8 (b) above is set forth below:

(i) For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1(one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer

(ii) For any Eligible Shareholder if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

20.9 **Basis of Acceptance of Equity Shares between Categories:**

(a) In case there are any Equity Shares left to be bought back in one category ("**Partially Filled Category**") after Acceptance in accordance with the above described methodology for both the categories, and there are additional unaccepted validly tendered Equity Shares in the second category, then the Additional Equity Shares in the second category shall be Accepted proportionately (valid Acceptances per Eligible Shareholder shall be equal to the additional outstanding Equity Shares validly tendered by a Eligible Shareholder in the second category divided by the total additional outstanding Equity Shares validly tendered in the second category and multiplied by the total pending number of Equity Shares to be bought back in the Partially Filled Category).

(b) If the Partially Filled Category is the General Category, and the second category is the Reserved Category for Small Shareholders, then for the purpose of this calculation, the Additional Equity Shares tendered by such Small Shareholders, from whom one Equity Share has been accepted in accordance with "*Basis of Acceptance of Equity Shares validly tendered in the Reserved Category*" will be reduced by one Equity Share.

(c) Adjustment for fraction results in case of proportionate Acceptance, as described in Paragraph 20.9 (a) above is set forth below:

(i) For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

(ii) For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

20.10 **For avoidance of doubt, it is clarified that:**

(a) the Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with paragraphs above, shall not exceed the number of Equity Shares tendered by the respective Eligible Shareholder;

(b) the Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with paragraphs above, shall not exceed the number of Equity Shares held by respective Eligible Shareholder as on the Record Date; and

(c) the Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the paragraphs above.

21. PROCEDURE FOR TENDER OFFER AND SETTLEMENT

A. GENERAL

21.1 The Buyback is open to all Eligible Shareholders (Equity Shareholders as on the Record Date, being Wednesday, June 19, 2019), holding either Physical Shares or Demat Shares.

21.2 The Company proposes to implement the Buyback through the tender offer process, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buyback and additional disclosures as specified in the SEBI Buyback Regulations, will be emailed to Eligible Shareholders whose names appear on the register of members of the Company, or who are beneficial owners of Equity Shares as per the records of Depositories, on the Record Date and who have their email IDs registered with the Company/ Depositories and for all remaining Eligible Shareholders who do not have their email IDs registered with the Company/ Depositories, the Letter of Offer along with Tender Form will be sent physically. However, on receipt of a request by the Company or Manager to the Buyback or Registrar to the Buyback to receive a copy of Letter of Offer in physical format from such Eligible Shareholder to whom Letter of Offer and Tender Form were emailed, the same shall be dispatched physically.

21.3 The Company will not accept any Equity Shares offered for Buyback where there exists any restraint order of a Court/ any other competent authority for transfer/ disposal/ sale or where loss of share certificates has been notified to the Company and the duplicate share certificate have not been issued either due to such request being under process as per the provisions of law or otherwise or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

21.4 The Company shall comply with Regulation 24 (v) of the SEBI Buyback Regulations which restricts the Company from buying back the locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the time the Equity Shares become transferable.

21.5 The Eligible Shareholders participation in the Buyback is voluntary. The Eligible Shareholders can choose to participate, in full or in part, and get cash in lieu of Equity Shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post-Buyback, without additional investment. The Eligible Shareholders may also tender a part of their Buyback Entitlement. The Eligible Shareholders also have the option of tendering additional Equity Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. Acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder, shall be in terms of procedure outlined in this Letter of Offer.

21.6 The Company will accept Equity Shares validly tendered for the Buyback by the Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date and also Additional Equity Shares if any tendered by Eligible Shareholders will be accepted as per paragraphs 20.7, 20.8 and 20.9.

21.7 Eligible Shareholders will have to transfer their Demat Shares from the same demat account in which they were holding the such shares (as on the Record Date) and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account.

21.8 The Equity Shares proposed to be bought back in the Buyback is divided into two categories:

(i) Reserved Category for Small Shareholders; and

(ii) the General Category for all other Eligible Shareholders.

21.9 After Accepting the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in other category.

21.10 The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date.

21.11 For implementation of the Buyback, the Company has appointed HDFC Securities Limited as Company's Broker through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

HDFC Securities Limited
I Think Techno Campus Building-B,
"Alpha", Office Floor 8, Opp. Crompton Greaves
Near Kanjurmarg Station Kanjurmarg (East)
Mumbai 400 042, India
Tel.: +91 22 3075 3400
Fax: +91 22 22 3075 3435
SEBI Registration No.: INZ000186937
Contact Person: Ms. Sharmila Kambli

21.12 The Buyback will be implemented through tender offer route 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 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. In this regard, the Company will request BSE to provide the Acquisition Window. For the purpose of this Buyback, BSE will be the Designated Stock Exchange. All Eligible Shareholders may place orders in the Acquisition Window, through their respective stock brokers ("**Shareholder Broker**") during normal trading hours of the secondary market.

21.13 In the event Shareholder Broker(s) of Eligible Shareholder is not registered with BSE, then the Eligible Shareholders can approach any BSE registered stock broker and can register themselves by using quick unique client code ("**UCC**") facility through the 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 using UCC facility through any other BSE registered broker, Eligible Shareholders may approach Company's Broker i.e., HDFC Securities Limited to place their bids.

21.14 The Eligible Shareholder approaching Designated Stock Exchange registered stock broker (with whom he does not have an account) may have to submit the requisite documents as may be required. The requirement of documents and procedures may vary from broker to broker.

21.15 At the beginning of the Tendering Period, the order for buying Equity Shares will be placed by the Company through Company's Broker. During the Tendering Period, the order for selling the Equity Shares will be placed in the Acquisition Window by the Eligible Shareholders through their respective Shareholder Broker during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders.

21.16 The reporting requirements for Non-Resident Shareholders under the FEMA and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Shareholder Broker through which the Eligible Shareholder places the bid.

21.17 Multiple bids made by single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance.

21.18 Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period of the Buyback.

21.19 The cumulative quantity tendered shall be made available on the website of BSE (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the Tendering Period.

21.20 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 Offer, shall not invalidate the Offer to any person who is eligible to receive this Offer. In case of non-receipt of the Letter of Offer, Eligible Shareholders may participate in the offer by applying on the Tender Form downloaded from the Company's website i.e., www.trivenigroup.com or obtain a duplicate copy of the same by writing to the Registrar to the Buyback or by providing their application in plain paper in writing signed by such shareholder (in case jointly held then signed by all shareholders), stating name, address, number of shares held, Client ID number, DP name, DP ID number, number of Equity Shares tendered and other relevant documents. Eligible Shareholder(s) have to ensure that their bid is entered in the Acquisition Window prior to the closure of the Offer. Please note that the Company shall accept Equity Shares from the Eligible Shareholders on the basis of their holding and Buyback Entitlement. 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 Buyback Entitlement from the Registrar to the Buyback, before participating in the Buyback.

21.21 The acceptance of the offer for Buyback made by the Company is entirely at the discretion of the Eligible Shareholders. The Company does not accept any responsibility for the decision of the Eligible Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of documents during transit. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.

21.22 **Procedure to be followed by Eligible Shareholders holding Demat Shares:**

(a) Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback.

(b) The Shareholder Broker would be required to place an order/ bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buyback using the Acquisition Window of the BSE. Before placing the bid, the Eligible Shareholder would be required to transfer the tendered Demat Shares to the special account of Indian Clearing Corporation Limited ("Clearing Corporation"), by using the settlement number through the early pay in mechanism of the Depositories prior to placing the bid by the Shareholder Broker. This shall be validated by the Shareholder Broker at the time of order/bid entry. The details of the settlement number for the Buyback will be provided in a separate circular which shall be issued at the time of issue opening by BSE/ Clearing Corporation.

(c) Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/ bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc.

(d) Eligible Shareholders who have tendered their Demat Shares in the Buyback may deliver the Tender Form duly signed (by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares, along with TRS generated by the stock exchange bidding system upon placing of a bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback at the address mentioned on the cover page of this Letter of Offer, so that the same are received not later than 2 (two) days of Buyback Closing Date Tuesday, August 6, 2019 by 5:00 p.m. The envelope should be super scribed as "***Triveni Engineering & Industries Limited Buyback Offer 2019***". In the event of non-receipt of the

completed Tender Form and other documents, but receipt of Equity Shares in the special account of the Clearing Corporation and a valid bid in the stock exchange bidding system, the Buyback shall be deemed to have been Accepted, for the shareholders holding Equity Shares in demat form as on the Record Date.

(e) The Eligible Shareholders who have tendered their Demat Shares in the Buyback will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or partial acceptance. Further, the Eligible Shareholders will have to ensure that they keep the bank account attached with the DP Account active and updated to receive credit remittance due to acceptance of Buyback of Equity Shares.

(f) Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, Demat Shares or unaccepted Demat Shares, if any, will be returned to the respective custodian depository pool account.

(g) Eligible Shareholders who have tendered their Demat Shares in the Buyback shall also provide all relevant documents, which are necessary to ensure transferability of the Demat Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):

(i) Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;

(ii) In case of companies, the necessary certified corporate authorisations (including board and/ or general meeting resolutions).

21.23 **Procedure to be followed by Eligible Shareholders holding Physical Shares:**

(a) As per the proviso to regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (notified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018), read with SEBI's press releases dated December 3, 2018, and March 27, 2019, effective from April 1, 2019, transfers of securities shall not be processed unless the securities are held in the dematerialized form with a depository ("**LODR Amendment**").

(b) In light of the LODR Amendment, any of the Eligible Shareholders who are desirous of tendering their Equity Shares held in physical form can do so only after the shares are dematerialized. Such Eligible Shareholders are advised to approach the concerned depository participant to have their Equity Shares dematerialized.

(c) Eligible Shareholders who have dematerialized their physical shares post Record Date and tendered their Demat Shares in the Buyback may deliver the Tender Form duly signed (by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares, along with TRS generated by the stock exchange bidding system upon placing of a bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback at the address mentioned on the cover page of this Letter of Offer, so that the same are received not later than 2 (two) days of Buyback Closing Date i.e., Tuesday, August 6, 2019, by 5:00 p.m. The envelope should be super scribed as "***Triveni Engineering & Industries Limited Buyback Offer 2019***". In the event of non-receipt of the completed Tender Form and other documents, the Equity Shares tendered are liable to be rejected.

21.24 **Additional requirements in respect of tenders by the Non-Resident Shareholders:**

(a) While tendering their Equity Shares under the Buyback, all Eligible Shareholders Being Non-Resident Shareholders (FIIs/ FPIs) shall enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.

(b) In case the Equity Shares are held on a repatriation basis, the Non-Resident Eligible Shareholders shall obtain and enclose a letter from the Eligible Shareholder's authorised dealer/ bank confirming that at the time of acquiring the said Equity Shares, payment for the same was made by the Non-Resident shareholder from the appropriate account (e.g. NRE a/c) as specified by RBI in its approval. In case the Non-Resident shareholder is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares Accepted in the Buyback.

(c) Notwithstanding anything contained in this Letter of Offer, if any of the above stated documents, as applicable, are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback are liable to be rejected.

B. ACCEPTANCE OF ORDERS

The Registrar to the Buyback shall provide details of order Acceptance to the Clearing Corporation within specified timelines.

C. METHOD OF SETTLEMENT

Upon finalisation of the basis of acceptance as per SEBI Buyback Regulations:

(a) The Company will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Equity Shareholders will receive funds pay-out in their bank account from the Clearing Corporation.

(b) The Demat Shares bought back would be transferred directly to the Company Demat Account provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.

(c) The Eligible Shareholders of the Demat Shares will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Demat Shares, due to rejection or due to non–acceptance in the Buyback.

(d) Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholder would be returned to them by the Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, Demat Shares or unaccepted Demat Shares, if any, will be returned to the respective custodian depository pool account.

(e) The settlements of fund obligation for Demat Shares shall be affected as per the SEBI circulars and as prescribed by BSE and Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds pay-out in their bank account as provided by the depository system directly to the Clearing Corporation. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by the RBI/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker for onward transfer to such shareholders.

(f) In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds pay-out including those prescribed by the RBI) who do not opt to settle through custodians, the funds pay-out would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account.

(g) The Shareholder Broker would issue contract note to the Eligible Shareholders tendering Equity Shares in the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

(h) Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholders.

(i) The Equity Shares bought will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

D. Special Account opened with the Clearing Corporation

The details of transfer of the Demat Shares to the special account by trading member or custodians shall be informed in the issue opening circular that will be issued by the BSE or the Clearing Corporation.

E. Rejection Criteria

The Equity Shares tendered by Eligible Shareholders holding Demat Shares would be liable to be rejected on the following grounds:

- the Equity Shareholder is not an Eligible Shareholder (Equity Shareholder as on the Record Date);
- in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding shares in physical form as on the Record Date and have placed their bid in demat form;
- if there is a name mismatch in the demat account of the Eligible Shareholder and PAN; or
- Where there exists any restraint order of a Court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

22. NOTE ON TAXATION

Disclosures in this section are based on expert opinion sought by the Company from M/s J.C Bhalla & Co., Chartered Accountants.

IN VIEW OF THE PARTICULARIZED NATURE OF TAX CONSEQUENCES, ELIGIBLE SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.

THE SUMMARY OF THE TAX CONSIDERATIONS IN THESE PARAGRAPHS ARE BASED ON THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT TAX IMPLICATIONS.

THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF SUCH ADVICE. THEREFORE, ELIGIBLE SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME TAX IN THE CASE OF BUY BACK OF LISTED EQUITY SHARES ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

1. GENERAL.

The basis of charge of Indian Income-Tax depends upon the residential status of the taxpayer during a tax year. The Indian tax year runs from April 1 until March 31. A person who is an Indian tax resident is liable to taxation in India on his worldwide income, subject to certain tax exemptions, which are provided under the Income Tax Act.

A person who is treated as non-resident for Indian Income-Tax purposes is generally subject to tax in India only on such person's India sourced income or income received by such person in India or income deemed to accrue or arise in India. In case of shares of a company, the source of income from shares would depend on the 'situs' of the shares. As per judicial precedents, generally the "situs" of the shares is where company is "incorporated" and where its shares can be transferred. Accordingly, since the company is incorporated in India, the shares of the company would be 'situated' in India and any gains arising to a non-resident on transfer of Equity Shares held in an Indian Company should be taxable in India under the Income Tax Act subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial provisions of the DTAA between India and the respective jurisdiction of the shareholder subject to meeting relevant conditions and providing and maintaining necessary information and documents as prescribed under the Income Tax Act.

The Income Tax Act also provides for different tax regimes / rates applicable to the gains arising on buyback of shares, based on the period of holding, residential status and category of the shareholder, nature of the income earned, etc. The summary tax implications on buyback of listed equity shares on the stock exchange is set out below. All references to equity shares in this note refer to listed equity shares unless stated otherwise.

2. CLASSIFICATION OF SHAREHOLDERS.

Shareholders can be classified under the following categories:

(a) Resident Shareholders being:

- Individuals, Hindu Undivided Family (HUF), Association of Persons (AOP) and Body of Individuals (BOI)
- Others

(b) Non-Resident Shareholders being:

- Non Resident Indians (NRIs)
- Foreign Institutional Investors (FIIs) and Foreign Portfolio Investors (FPIs)
- Others:
  - Company
  - Other than Company

3. CLASSIFICATION OF INCOME.

Shares can be classified under the following 2 (two) categories:

(a) Shares held as investment (income from transfer taxable under the head "Capital Gains")

(b) Shares held as stock-in-trade (income from transfer taxable under the head "Profits and Gains from Business or Profession")

Gains arising from the transfer of shares may be treated either as "capital gains" or as "business income" for tax purposes, depending upon whether such shares were held as a capital asset or trading asset (i.e. stock-in-trade). Traditionally, the issue of characterization of income arising from sale of shares has been a subject matter of litigation with the tax authorities. The apex body of Income-tax has issued Circular no. 6 of 2016, as per which, if the taxpayer opts to consider the shares as stock-in-trade, the income arising from the transfer of such shares would be treated as its business income.

Also, if such shares are held for a period of more than 12 months, if the taxpayer desires to treat the income arising from the transfer thereof as "capital gains", the same shall not be put to dispute by the Tax Officer.

Further, investments by FII in any securities in accordance with the regulations made under the Securities Exchange Board of India Act, 1992 would be treated as capital asset under the provisions of the Income Tax Act.

4. SHARES HELD AS INVESTMENT.

As per the provisions of the Income Tax Act, where the shares are held as investments, income arising from the transfer of such shares is taxable under the head "Capital Gains". Capital gains on buyback of shares are governed by the provisions of Section 46A of the Income Tax Act and would attract capital gains in the hands of shareholders as per provisions of Section 48 of the Income Tax Act. Exemption under section 10(34A) of the Income Tax Act is not applicable to buy back of listed companies. The provisions of buy back tax under Section 115QA in Chapter XII-DA of the Income Tax Act do not apply for shares listed on the stock exchange. **For non-residents, taxability of capital gains would be subject to taxability under the Income tax act or beneficial provisions of applicable Double Taxation Avoidance Agreement ("DTAA"), whichever is more beneficial. However, in order to avail the benefits of DTAA, the non-resident shareholder shall obtain the certificate referred to in sub-section (4) of Section 90 of the Income Tax Act and shall also furnish the prescribed particulars referred to in sub-section (5) of section 90 of the Income Tax Act.**

5. PERIOD OF HOLDING

Depending on the period for which the shares are held, the gains would be taxable as "short term capital gain" or "long term capital gain":

- In respect of equity shares held for a period less than or equal to 12 months prior to the date of transfer, the same shall be treated as a short-term capital asset , and the gains arising therefrom shall be taxable as "short term capital gains" ("**STCG**").

- Similarly, where equity shares are held for a period more than 12 months prior to the date of transfer, the same shall be treated as a long-term capital asset , and the gains arising therefrom shall be taxable as "long-term capital gains" ("**LTCG**").

6. BUYBACK OF SHARES THROUGH A RECOGNIZED STOCK EXCHANGE

Since the buyback is undertaken on the stock exchange, such transaction is chargeable to Securities Transaction Tax ("**STT**"). STT is a tax payable in India on the value of securities on every purchase or sale of securities that are listed on the Indian Stock Exchange. Currently, the STT rate applicable on the purchase or sale of shares on the stock exchange is 0.1% of the value of security.

Where transaction for transfer of such equity shares (i.e. buyback) is transacted through a recognized stock exchange & subject to STT then the taxability will be as under (for all categories of shareholders):

- **LTCG**

  If STT has also been paid at the time of acquisition of the shares being bought back, LTCG arising to a shareholder in excess of INR 1,00,000 shall be taxable @ 10% under section 112A of the Income Tax Act. Benefit of indexation is not available on long term capital gains calculated under section 112A. The basic limit of exemption of Rs.1,00,000 is applicable on aggregate capital gains i.e. on all types of gains covered under section 112A including the gain by way of proposed buyback of the shares of the company. However, for the purpose of computing such capital gains, the cost of acquisition of the shares acquired before 1st February, 2018, shall be the higher of (i) actual cost; and (ii) lower of (a) highest price of such share quoted on the exchange on 31 January, 2018 (b) full value of consideration received on transfer, and therefore, effectively the gains arising upto 31st

January, 2018, shall be exempt from tax.

However, as per CBDT notification 60/2018 issued on 1st October, 2018, an exemption from the requirement of STT being paid at the time of acquisition of shares, is sought to be provided to certain modes of acquisition including acquisition of shares by a non-resident under the FDI policy, acquisition of unlisted shares subsequently listed on the stock exchange, acquisition of listed equity shares by way of demerger/ amalgamation etc. If acquisition is made in such specified modes, the rates specified above shall continue to apply, even if no STT was paid at the time of acquisition of the shares.
If STT is not paid at the time of acquisition of the shares (other than exceptions specified in CBDT notification 60/2018) being bought back, entire LTCG arising to the shareholder shall be subject to tax @ 10% under Section 112 of the IT Act (or 20% after claiming indexation benefit which is relevant in case of resident shareholders). Benefit of indexation is not available to non-residents where capital gain is computed in foreign currency as per first proviso to section 48.

In case of FII's, LTCG on transfer of equity shares will be taxable @10% (benefit of indexation not available) under section 115AD. However, in respect of long-term capital gains covered by section 112A, 10% tax shall apply on such income exceeding the threshold of Rs. 1,00,000.

LTCG arising to a non-resident Indian in respect of equity shares acquired in convertible foreign exchange will be taxable @10% as per chapter XII-A of the Act.

Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is considered while computing the tax on such LTCG taxable under Section 112/112A of the Income Tax Act. In such cases, where the total income as reduced by such LTCG is below the maximum amount not chargeable to tax, then such LTCG shall be reduced by the amount by which the total income as so reduced falls short of the maximum amount which is not chargeable to income tax and on the balance of LTCG, if any, income tax @ 10%/20% (whichever applicable) is charged. In addition to the above LTCG tax, Surcharge, Health & Education Cess are leviable *(Please refer to Note 9 below for rate of surcharge and cess)*.

- **STCG**

STCG arising from such transaction would be subject to tax @ 15% under Section 111Aof the Income Tax Act.

STCG arising to a non-resident Indian in respect of equity shares acquired in convertible foreign exchange will be taxable at slab rates as per Chapter XII-A of the Act.

In case of FII's, STCG on transfer of equity shares will be taxable @15% (where section 111A applicable) and STCG (other than section 111A) @30%.

Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is considered while computing the tax on such STCG taxable under Section 111A of the Income Tax Act. In such cases, where the total income as reduced by such STCG is below the maximum amount not chargeable to tax, then such STCG shall be reduced by the amount by which the total income as so reduced falls short of the maximum amount which is not chargeable to income tax and on the balance of STCG, if any, income tax @ 15% is charged. In addition to the above STCG tax, Surcharge, Health & Education Cess are leviable *(Please refer to Note 9 below for rate of surcharge and cess)*.

Minimum Alternate Tax ('MAT') implications would get triggered in the hands of a resident corporate shareholder.
Foreign companies will not be subject to MAT in the following scenarios:

- If the country of residence of such foreign company has entered into a DTAA with India and such foreign company does not have a permanent establishment in India in terms of the DTAA.

- If the country of residence of such foreign company has not entered into a DTAA with India and such foreign company is not required to seek registration under any law for the time being in force relating to companies

Non-Resident Shareholders can avail beneficial provisions of the applicable DTAA entered into by India with relevant country in which the shareholder is resident but subject to fulfilling relevant conditions and submitting/ maintaining necessary documents prescribed under the Income Tax Act.

7. SHARES HELD AS STOCK-IN-TRADE

If the shares are held as stock-in-trade by any of the shareholders of the Company, then the gains would be characterized as business income and taxable under the head "Profits and Gains from Business or Profession. In such a case, the provisions of Section 46A of the Income Tax Act will not apply.

7A. RESIDENT SHAREHOLDERS.

(a) For individuals, HUF, AOP, BOI, profits would be taxable at slab rates.

(b) Domestic company having turnover or gross receipts not exceeding Rs.250 crore in the previous year i.e. 2017-18 would be taxable @ 25%

(c) For persons other than stated in (a) and (b) above, profits would be taxable @ 30%.

In addition to above, surcharge and Health & Education cess are leviable.

7B. NON-RESIDENT SHAREHOLDERS

(a) Non-Resident Shareholders can avail beneficial provisions of the applicable DTAA entered into by India with relevant shareholder country but subject to fulfilling relevant conditions and submitting/ maintaining necessary documents prescribed under the Income Tax Act.

(b) Where DTAA provisions are not applicable:

- For non-resident individuals, HUF, AOP, BOI, profits would be taxable at slab rates
- For foreign companies, profits would be taxed in India @ 40%
- For other Non-Resident Shareholders, such as foreign firms, profits would be taxed in India @ 30%.

In addition to the above, Surcharge and Health & Education Cess are leviable.

8. TAX DEDUCTION AT SOURCE

(a) In case of Resident Shareholders.

In absence of any specific provision under the Income Tax Act, the Company is not required to deduct tax on the consideration payable to resident shareholders pursuant to the said Buyback.

(b) In case of Non-Resident Shareholders.

Under the Indian tax laws, any gains paid to a non-resident is subject to deduction of tax at source. However, since the buyback is through the stock exchange, the Company will not be able to withhold any taxes, and thus, the Company believes that the responsibility

of withholding/ discharge of the taxes due on such gains (if any) is solely on the custodians/ authorized dealers/ non-resident shareholder – with no recourse to the Company.

It is therefore important that the non-resident shareholder consult their custodians/ authorized dealers/ tax advisors appropriately and immediately pay taxes in India (either through deduction at source or otherwise). In the event the Company is held liable for the tax liability of the Shareholder, the same shall be to the account of the Shareholder.

The non-resident shareholders undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to the non-resident shareholders on buyback of shares by the Company. The non-resident shareholders also undertake to provide the Company, on demand, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.

9. RATE OF SURCHARGE AND CESS

In addition to the basic tax rate, Surcharge, Health & Education Cess are leviable as under:

(a) Surcharge.

(i) In case of domestic companies: Surcharge @ 7% is levied where the total income exceeds Rs.1 crore but does not exceeds Rs.10 crores and @ 12% is levied where the total income exceeds Rs.10 crores.

(ii) In case of companies other than domestic companies: Surcharge is levied @ 2% on the amount of income tax if total income exceeds Rs. 1 crore but does not exceed Rs. 10 crore and @ 5% on the amount of income-tax if total income exceeds Rs. 10 crore.

(iii) In case of individuals, HUF, AOP, BOI: Surcharge @ 15% is leviable where the total income exceeds Rs.1 crore and @10% where the total income exceeds Rs.50 lacs but less than Rs. 1 crore

(iv) In case of Firms & Local Authority: Surcharge @ 12% is leviable where the total income exceeds INR 1 crore.

(b) Cess.

Health & Education Cess @ 4% is leviable in all cases on the amount of tax and surcharge, if any.

10. NOTES

(a) The above note on taxation sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the disposal of equity shares.

(b) This note is neither binding on any regulators nor can there be any assurance that they will not take a position contrary to the comments mentioned herein. Hence, each investor is advised to consult with his/her own tax advisors with respect to specific tax consequences of his/her investments in the shares of the company.

(c) All the above benefits are as the per the current tax laws (including amendments made by the Finance Act, 2019), legislation, its judicial interpretation and the policies of the regulatory authorities are subject to change from time to time, and these may have a bearing on the benefits listed above. Accordingly, any changes or amendments in the law or relevant regulations would necessitate a review of the above.

(d) Several of these benefits are dependent on the shareholders fulfilling the conditions prescribed under the provisions of the relevant sections under the relevant tax laws.

The tax rate and other provisions may undergo changes.

23. DECLARATION BY THE BOARD OF DIRECTORS

Declaration as required under clause (ix) and clause (x) of Schedule I to the SEBI Buyback Regulations:

23.1 The Board confirms that there are no defaults subsisting in the repayment of deposits accepted either before or after the commencement of the Companies Act, interest payment thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company.

23.2 The Board has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion:

- that immediately following the date of the Board resolution (i.e. June 3, 2019), there will be no grounds on which the Company can be found unable to pay its debts.
- that as regards the Company's prospects for the year immediately following the date of this resolution, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the resolution.
- in forming their opinion for the above purposes, the Board has into account the liabilities as if the company were being wound up under the provisions of the Companies Act, 1956 or Companies Act or the Insolvency and Bankruptcy Code 2016 (each as amended) (including prospective and contingent liabilities).

This declaration is made and issued under the authority of the Board of Directors in terms of the resolution passed at the meeting held on June 3, 2019.

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

Dhruv Manmohan Sawhney	**Tarun Sawhney**
Chairman & Managing Director	**Vice Chairman & Managing Director**
DIN:00102999	**DIN:00382878**

24. REPORT BY THE COMPANY'S STATUTORY AUDITOR

The text of the report dated June 3, 2019 received from M/s. S.S. Kothari Mehta & Co, Chartered Accountants, the statutory auditor of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote:

To
The Board of Directors
Triveni Engineering & Industries Limited
Noida – 201 301, U.P
India

Report on proposed Buy Back of Equity Shares pursuant to the requirements of the Companies Act, 2013 (as amended) (the "Act") and Clause (xi), Schedule I to the Securities and Exchange Board of India (Buy- Back of Securities) Regulations, 2018 (the "SEBI Buyback Regulations")

Introduction:

1. This report is issued in accordance with the terms of our engagement dated May 31, 2019

2. We have been engaged by Triveni Engineering & Industries Limited (the "Company") to perform a reasonable assurance engagement on determination of the amount of permissible capital payment in connection with the proposed buy back by the Company of its equity shares in pursuance of the provisions of Section 68 and 70 of the Act and the SEBI Buyback Regulations.

3. The management of the Company has prepared the accompanying Annexure A - Statement of permissible capital payment as on March 31, 2019 ('the Statement') pursuant to the proposed buy- back of equity shares approved by the board of directors of the Company ("Board of Directors") at their meeting held on June 3, 2019, in accordance with the provisions of sections 68, 69 and 70 of the Act and the SEBI Buyback Regulations. The Statement contains the computation of amount of permissible capital payment towards buy-back of equity shares in accordance with the requirements of section 68(2) of the Act, Regulation 4(i) & 5(i)(b) of the SEBI Buyback Regulations and based on the latest audited standalone and consolidated financial statements for the year ended March 31, 2019. We have initialed the Statement for identification purposes only.

Management's Responsibility:

4. The preparation of the Statement in accordance with Section 68 (2) of the Act and in compliance of the SEBI Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of the internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

5. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting and will not be rendered insolvent within a period of one year from the date of the Board meeting at which the proposal for buyback was approved by the Board of Directors of the Company and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016. Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of the section 68 (6) of the Act and the SEBI Buy-back Regulations.

Auditor's Responsibility:

6. Pursuant to the requirement of the SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance that:

   (a) the amount of capital payment for the buy back, as stated in **Annexure A** has been determined considering the Audited Financial Statements for the year ended March 31, 2019, and is within the permissible limit computed in accordance with the provisions of Section 68 of the Act and Regulation 4(i) & 5(i)(b) of the SEBI Buyback Regulations;

   (b) the Board of Directors in their meeting held on June 3, 2019 have formed their opinion, as specified in Clause (x) of Schedule I of the SEBI Buyback Regulations, on

reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the aforesaid date.

7. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence so as to reduce the engagement risk to an acceptably low level for arriving at positive form of expression of conclusion on the matters mentioned in paragraph 6 above. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the assignment. Within the scope of our work, we performed the following procedures:

   (a) Examined authorisation for buy back from the Articles of Association of the Company;

   (b) Examined that the amount of capital payment for the buy-back as detailed in the Statement is within the permissible limit computed in accordance with section 68(2) of the Act and Regulation 4(i) & 5(i)(b) of the SEBI Buyback Regulations;

   (c) Examined that the ratio of the secured and unsecured debt owed by the Company is not more than twice the paid-up capital and its free reserves after such buy-back;

   (d) Examined that all the shares for buy-back are fully paid-up;

   (e) Inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended March 31, 2019;

   (f) Agreed the balance of the Statement of Profit and Loss, Securities Premium Account and General Reserve as at March 31, 2019 as disclosed in the Statement with the audited financial statements;

   (g) Examined resolutions passed in the meetings of the Board of Directors in this regard. We have not carried out any procedures as regards to the projections approved by the Board of Directors and accordingly do not certify the same;

   (h) Inquired if the Board of Directors of the Company, in its meeting held on June 3, 2019, has formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buy-back Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date of the board meeting and the date on which the results of the shareholders' resolution with regard to the proposed buy-back will be declared;

   (i) Obtained Directors' declarations for the purpose of buy-back and solvency of the Company; and

   (j) Obtained appropriate representations from the management of the Company.

8. The audited financial statements, referred to in paragraph 6 and 7 above, have been audited by us, on which we have issued unmodified audit opinion vide our report dated May 21, 2019. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the 'ICAI'). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that maybe of potential interest to third parties.

9. We, having regard to paragraph 7 above, have conducted examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of the Chartered Accountants of India (the ICAI). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion:

11. Based on our examination as stated above and the representation, information and explanations given to us, we report that:

(a) We have inquired into the state of affairs of the Company in relation to audited standalone and consolidated financial for the year ended March 31, 2019;

(b) the amount of the permissible capital payment towards the proposed buy-back of equity shares as computed in the accompanying Statement, has been determined in accordance with the requirements of section 68(2) of the Act and Regulation 4(i) & 5(i)(b) of the SEBI Buy-back Regulations based on the audited financial statements for the year ended March 31, 2019;

(c) the Board of Directors, in their meeting held on June 3, 2019, have formed the opinion, as specified in clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date of the meeting of the Board of Directors; and

(d) we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned therein is unreasonable in the circumstances as at the date of declaration.

Restriction on use:

12. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the provisions of section 68 and other applicable provisions of the Act read with rule 17 of the Companies (Share Capital and Debentures) Rules, 2014 (as amended) and the SEBI Buyback Regulations, pursuant to the proposed buyback of equity shares. Our obligations in respect of this report are entirely separate, and our responsibility and liability is in no way changed by, any other role we may have as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company.

This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and to include this report, pursuant to the requirements of the SEBI Buy-back Regulations, (a) public announcement to be made to the shareholders of the Company, (b) in the draft letter of offer and the letter of offer to be filed with the Registrar of Companies, Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited, as required by the SEBI Buyback Regulations, the Central Depository Services (India) Limited, National Securities Depository Limited, as applicable and (c) for providing to the manager to the buyback. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For S.S. Kothari Mehta & Company
Chartered Accountants
Firm's Registration Number: 000756N

Yogesh K. Gupta
Partner
Membership Number: 093214

Place: Noida (U.P.)
Dated: June 03, 2019

Annexure A- Statement of permissible capital payment

Computation of amount of permissible capital payment for the buy-back of equity shares in accordance with Section 68 (2) of the Companies Act, 2013 and Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 based on audited standalone & consolidated Ind AS financial statements as at and for the year ended 31st March, 2019:

(INR in Lakhs)

Particulars	Standalone	Consolidated
A. Paid up equity capital as at 31st March 2019	2579.47	2579.47
(25,79,53,110 equity shares of Re. 1 each)		
B. Free reserves *		
Securities premium	26546.93	26585.22
General reserve	49212.72	49919.43
Retained earnings	24669.57	30174.95
Total free reserves	**100429.22**	**106679.60**
Total paid up equity capital and free reserves (A+B)	**103008.69**	**109259.07**
Permissible capital payment towards buy back of equity shares in accordance with Section 68(2) of the Act and Regulation 4 & 5 of the SEBI Buyback Regulations (25% of the paid-up equity capital and free reserves)	**25752.17**	**27314.77**
Permissible capital payment towards buy back of equity shares in accordance with Section 68(2) of the Act and Regulation 5(i)(b) of the SEBI Buyback Regulations (10% of the paid-up equity capital and free reserves)	**10300.87**	**10925.91**

* considered as defined in section 2(43) of Companies Act, 2013 read with section 68 of the Companies Act, 2013, Accordingly retained earnings are reduced to the extent of INR 424.16 Lakhs on account of fair value changes of certain assets & liabilities.

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

Suresh Taneja
Group CFO

Place: Noida
Date: June 3, 2019

Unquote

25. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the Registered Office of the Company at Deoband, Saharanpur, Uttar Pradesh-247554, India between 10.30 a.m. and 5.00 p.m. on any day, except Saturday, Sunday and public holidays, during the Tendering Period:

(1) Certificate of Incorporation;

(2) Memorandum and Articles of Association of the Company

(3) Annual reports of the Company for the fiscal years ended March 31, 2019, March 31, 2018 and March 31, 2017;

(4) Resolution passed by the Board of Directors at the meeting held on June 3, 2019 approving the proposal for Buyback;

(5) Copy of Report dated June 3, 2019 received from M/s. S.S. Kothari Mehta & Co., the Statutory Auditor of the Company, in terms of clause (xi) of Schedule I of the SEBI Buyback Regulations;

(6) Copy of Declaration of solvency and an affidavit verifying the same in Form SH-9, as prescribed under Section 68(6) of the Companies Act;

(7) Copy of Escrow Agreement dated June 18, 2019 entered into amongst the Company, the Manager to the Buyback and the Escrow Agent;

(8) Copy of the certificates from M/s. S.S. Kothari Mehta & Co, Chartered Accountants, the Statutory Auditor of the Company, certifying that the Company has adequate funds for the purposes of Buyback;

(9) Copy of Public Announcement for Buyback published on June 5, 2019 in Business Standard (English edition), Business Standard (Hindi edition) and Vishwa Manav.

(10) Confirmation letter by the Escrow Agent dated July 10, 2019 that the Escrow Account has been opened and Escrow Amount has been deposited; and

(11) Observations from SEBI on the Draft Letter of Offer issued by its letter no. SEBI/HO/CFD/DCR-2/OW/P/2019/17329/1 dated July 9, 2019.

26. DETAILS OF COMPANY SECRETARY & COMPLIANCE OFFICER

Mrs. Geeta Bhalla
Group Vice President, Company Secretary & Compliance Officer
8th Floor, Express Trade Towers,
Plot No.15-16, Sector-16
Noida-201 301, Uttar Pradesh, India
Tel. No.: +91 120 4308 000
Fax No.: +91 120 4311 010
Email: shares@trivenigroup.com
Website: www.trivenigroup.com

Eligible Shareholders may contact the Company Secretary & Compliance Officer for any clarification or to address their grievances, if any, during office hours (10:30 a.m. to 5:30 p.m.) on all working days except Sunday and public holidays.

27. DETAILS OF THE REMEDIES AVAILABLE TO THE ELIGIBLE SHAREHOLDERS

(a) In case of any grievances relating to the Buyback (including non-receipt of the Buyback consideration, share certificate, demat credit, etc.), the Eligible Shareholders can approach either of the Company Secretary & Compliance Officer, Manager to the Buyback, Registrar to the Buyback for redressal thereof.

(b) If the Company makes any default in complying with the provisions of Sections 68, 69, 70 of the Companies Act including the rules thereunder, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act, as applicable.

(c) The address of the concerned office of the Registrar of Companies is as follows:

The Registrar of Companies, Uttar Pradesh
Ministry of Corporate Affairs,
37/17, West Cott Building
The Mall,
Kanpur - 208 001, Uttar Pradesh.

28. INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK

The Company has designated the following as the Investor Service Centre for the Buyback:

Karvy Fintech Private Limited
Karvy Selenium Tower B Plot 31-32, Gachibowli
Financial District, Nanakramguda
Serilingampally
Hyderabad Rangareddi
Telangana 500 032, India
Tel: +91 40 6716 2222
Fax: +91 40 2343 1551
E-mail: teil.buyback@karvy.com
Investor Grievance Id: einward.ris@karvy.com
Contact Person: Mr. M. Murali Krishna
SEBI Registration No.: INR000000221

29. MANAGER TO THE BUYBACK

HDFC Bank Limited
Peninsula Business Park
'B' Wing, 4th Floor, Senapati Bapat Marg
Lower Parel
Mumbai 400 013
Tel: +91 22 3395 8233
Fax: +91 22 3078 8584
E-mail: teil.buyback@hdfcbank.com
Contact Person: Mr. Ankit Bhatia / Mr. Ravi Sharma
SEBI Registration No.: INM000011252

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30. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE LETTER OF OFFER

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board of Directors accepts full responsibility for the information contained in this Letter of Offer and for the information contained in all other advertisements, circulars, brochures, publicity materials etc. which may be issued in relation to the Buyback and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information. This Letter of Offer is issued under the authority of the Board and in terms of the resolution passed by the Board on June 3, 2019.

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

Tarun Sawhney Vice Chairman & Managing Director DIN: 00382878	Nikhil Sawhney Director DIN: 0029028	Geeta Bhalla Group Vice President & Company Secretary M. No.: A9475

Place: Noida
Date: July 11, 2019

ANNEXURE I - TENDER FORM FOR ELIGIBLE SHAREHOLDERS

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

Bid Number:
Date:

BUY-BACK OPENS ON:	Monday, July 22, 2019
BUY-BACK CLOSES ON:	Friday, August 02, 2019

For Registrar use		
Inward No.	**Date**	**Stamp**

Status ***(please tick appropriate box)***					
	Individual		FII		Insurance Co.
	Foreign Co.		NRI/OCB		FVCI
	Body Corporate		Bank / FI		Pension / PF
	VCF		Partnership/LLP		Others (specify)

India Tax Residency Status: Please tick appropriate box					
	Resident in India		**Non-Resident in India**		**Resident of _____ (Shareholder to fill the country of residence)**

Route of Investment (For NR Shareholders only)			
	Portfolio Investment Scheme		**Foreign Investment Scheme**

To,
Triveni Engineering & Industries Limited
C/o Karvy Fintech Private Limited
Karvy Selenium Tower B Plot 31-32, Gachibowli
Financial District, Nanakramguda
Serilingampally
Hyderabad Rangareddi
Telangana 500 032, India

Dear Sir/ Madam**,**

Sub: Letter of Offer dated July 11, 2019 to Buy back up to 1,00,00,000 Equity Shares of Triveni Engineering & Industries Limited (the "Company") at a price of INR 100 (Indian Rupees One Hundred only) per Equity Share (the "Buyback Offer Price") payable in cash

1. I / We having read and understood the Letter of Offer issued by the Company hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
2. I / We authorize the Company to buyback the Equity Shares offered (as mentioned above) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
3. I / We hereby warrant that the Equity Shares comprised in this Tender Offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
4. I / We declare that there are no restraints / injunctions or other covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / We am / are legally entitled to tender the Equity Shares for Buyback.
5. I / We agree that the Company will pay the Buyback Price only after due verification of the validity of documents and that the consideration will be paid as per the Stock Exchange mechanism.
6. I / We agree to receive, at my own risk, the invalid / unaccepted Equity Shares under the Buyback in the demat a/c from where I / we have tendered the Equity Shares in the Buyback.
7. I / We agree to return to the Company any Buyback consideration that may be wrongfully received by me / us.
8. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, SEBI Buyback Regulations and any other applicable laws.
9. Details of Equity Shares held and tendered / offered for Buy-back:

Particulars	**In Figures**	**In Words**
Number of Equity Shares held as on Record Date (June 19, 2019)		
Number of Equity Shares Entitled for Buy-back (Buy-back Entitlement)		
Number of Equity Shares offered for Buy-back (Including Additional Shares, if any)		

Note*: An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with Paragraph 20 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.*

10. Applicable for all Non-resident shareholders.
    - I / We undertake to pay income taxes in India on any income arising on such Buyback accordance with prevailing income tax laws in India. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us.
    - I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under FEMA and any other the rules and regulations, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

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ACKNOWLEDGMENT SLIP: TRIVENI ENGINEERING & INDSTRIES LIMITED BUYBACK OFFER 2019
(To be filled by the Equity Shareholder) (Subject to verification)

DP ID		Client ID	
Received from Mr./Ms./Mrs.			
Form of Acceptance-cum-Acknowledgement, Original TRS along with:			
No. of Equity Shares offered for Buyback (In Figures)		(in words)	
Please quote Client ID No. &DP ID No. for all future correspondence		Stamp of Broker	

11. Non-resident shareholders (including NRIs, OCBs and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e. number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e. "Triveni Engineering & Industries Limited" and the price at which the Equity Shares are being transferred i.e. "Price determined in accordance with the SEBI Buyback Regulations" duly signed by the shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.

12. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)		NSDL		CDSL
Name of the Depository Participant				
DP ID No.				
Client ID No. with the DP				
Folio No. (To be filled by shareholders holding equity shares in physical form as on Record Date)				

13. Equity Shareholders Details:

Particulars	**First/Sole Holder**	**Joint Holder 1**	**Joint Holder 2**	**Joint Holder 3**
Full Name(s) Of the Holder				
Signature(s)*				
PAN				
Address of the Sole/First Equity Shareholder				
Telephone No. of Sole/First Equity Shareholder		Email ID of Sole/First Equity Shareholder		

** Corporate must affix rubber stamp and sign.*

Instructions:

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form

1. This Offer will open on Monday, July 22, 2019 and close on Friday, August 02, 2019.
2. This Tender form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
3. Shareholders who desire to tender their equity shares in the dematerialized form under the Buyback would have to do so through their respective Shareholder's Broker by indicating the details of equity shares they intend to tender under the Buyback.
4. Shareholders may submit their duly filled Tender Form to the office of Registrar to the Buyback (as mentioned in Paragraph 19 of the Letter of Offer) only post placing the bid via the Seller Member.
5. In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents:
   i. Approval from the appropriate authority for such merger;
   ii. The scheme of merger; and
   iii. The requisite form filed with MCA intimating the merger.
6. **The Buyback shall be rejected for demat shareholders in case of receipt of the completed Tender Form and other documents but non-receipt of Shares in the special account of the Clearing Corporation or a non-receipt of valid bid in the exchange bidding system.**
7. The shares in the Offer shall be rejected if the tenderer is not an Eligible Shareholder of the Company as on the Record date.
8. The Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback as may be decided by the Company / Registrar to the Buyback, in accordance with the SEBI Buyback Regulations.
9. Eligible Shareholders to whom the Offer is made are free to tender shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding their holding as on Record Date.
10. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard..
11. Eligible Sellers have to fill up the EVENT number issued by Depositary in the column for settlement details along with the market type as "Buyback", ISIN, Quantity of shares and CM BP ID of broker and execution date in the Delivery Instruction Slips (DIS) so that Equity Shares can be tendered for Buyback Offer

All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.

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ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:

Investor Service Centre:

TRIVENI ENGINEERING & INDUSTRIES LIMITED

Karvy Fintech Private Limited
Karvy Selenium Tower B Plot 31-32, Gachibowli
Financial District, Nanakramguda
Serilingampally
Hyderabad Rangareddi
Telangana 500 032, India

Contact Person: Mr M. Murali Krishna
Tel: +91 40 6716 2222**; Fax:** +91 40 2343 1551; **E-mail:** teil.buyback@karvy.com
Investor Grievance Id: einward.ris@karvy.com
SEBI Registration Number: INR000000221