

TEIL:SD:SE:

August 21, 2019

<b>BSE Limited</b> Department of Corporate Services, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Script Code: 532356	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex Bandra (East) Mumbai - 400 051 Symbol : TRIVENI
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Dear Sir/ Madam,

**Subject: Extinguishment of equity shares in connection with buyback of 1,00,00,000 (One Crore only) fully paid-up equity shares of face value of Re.1/- each of the Company at a price of Rs.100/- (Rupees One hundred only) per equity share ('Buyback') and reconciliation of the share capital of the Company**

In compliance with Regulation 11 and Regulation 24 (iv) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ("Buyback Regulations"), this is to inform you that the Company has extinguished 1,00,00,000 fully paid up equity shares of face value of Re.1/- each.

We enclose a copy of the certificate signed by Karvy Fintech Private Limited (Registrar to the Buyback) and S.S. Kothari Mehta & Company, Statutory Auditors of the Company) and the Company confirming that the above equity shares were extinguished in compliance with the Buyback Regulations.

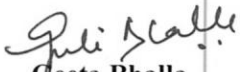
The reconciliation of share capital data of the Company (pre and post extinguishment) is as furnished below:

Sr. No.	Particulars	No. of equity shares	Equity share capital (in Rs.)
1.	Issued and fully paid up equity share capital (Prior to Buyback)	25,79,45,110	25,79,45,110
2.	Less: Total equity shares extinguished (in demat form)	1,00,00,000	1,00,00,000
3.	Issued & fully paid-up equity share capital (Post Buyback).	24,79,45,110	24,79,45,110

This is for your information and record.

Thanking You.

Yours faithfully,  
**For Triveni Engineering & Industries Limited**

  
**Geeta Bhalla**  
Group Vice President &  
Company Secretary

**Auditor's Certificate**

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

1. This Certificate is issued in accordance with the terms of our engagement letter dated May 31, 2019 with Triveni Engineering & Industries Limited (hereinafter, the "**Company**")
2. The accompanying statement of extinguishment of equity shares (the "**Statement**") contains details of equity shares extinguished/ destroyed pursuant to the requirements of Regulation 11 of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, ("**Regulations**") and Section 68 of the Companies Act, 2013 (the "**Act**"), in respect of buyback of equity shares of the Company ("**Buyback**"). The Statements have been prepared by the Company and we have initialled the Statement for identification purposes only.

**Management's Responsibility**

3. The extinguishment of equity shares and preparation of the Statement, including the preparation and maintenance of all accounting and other relevant supporting records and documents, is the responsibility of the Management of the Company. This responsibility includes the designing, implementing and maintaining internal control relevant to the extinguishment of equity shares and preparation of the Statement by applying an appropriate basis of preparation.
4. The Management is also responsible, inter alia, for ensuring that the Buyback and extinguishment of equity shares is in compliance with all the requirements of the Regulations and the Act.

**Auditor's Responsibility:**

5. Pursuant to the requirement of the Regulations, it is our responsibility, as Statutory Auditor of the Company, to obtain reasonable assurance in the form of an opinion whether:

Equity shares bought back under the scheme of Buyback, aggregating to 1,00,00,000 fully paid up equity shares of face value Rs. 1 each of the Company have been extinguished.

6. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the subject matter stated in above paragraph. We performed the following procedures:

- a) We received from the Company, certificate of NSDL for extinguishment of equity shares of the Company bought back under the Buyback.



**S S KOTHARI MEHTA  
& COMPANY**  
CHARTERED ACCOUNTANTS

- b) We noted that the number of shares bought back and number of shares extinguished are equal.
- c) Verified that the number of equity shares extinguished by NSDL tallies with the equity shares debited in the depository account number IN301549-59086230 opened and maintained by the Company with HDFC Bank Limited.
- d) obtained appropriate representations from the Management of the Company.
7. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes, as amended (the "**Guidance Note**"), issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
8. 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, issued by the Institute of Chartered Accountants of India.

**Opinion**

9. Based on our procedures as referred to above and as per the information, explanations and representations provided to us by the Management, we report that bought back equity shares as correctly specified in the accompanying Statement are duly extinguished.

**Restriction on Use**

10. This certificate is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Regulations. This certificate has been provided at the request of the Company for the purpose of submission to the Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited.

**For S.S. Kothari Mehta & Company**  
Chartered Accountants  
ICAI Firm Registration No: 000756N

**Yogesh K. Gupta**  
Partner  
Membership No. 093214



Date: 21.08.2019  
Place: New Delhi

UDIN: 19093214 AAAADT3597

### STATEMENT OF EXTINGUISHMENT OF EQUITY SHARES

Pursuant to the Public Announcement dated June 4, 2019, which was published on June 5, 2019, and the Letter of Offer dated July 11 2019, the tendering period for the Buyback opened on July 22 2019 and closed on August 2, 2019 (“Tendering Period”). The following are the details of the equity shares bought back by the Company during the Tendering Period and extinguished:

#### A. EQUITY SHARES EXTINGUISHED IN DEMAT FORM:

Name of the Depository	Name of Depository Participant and DP ID No.	Company's Client ID No.	Date of Extinguishment	No. of Equity Shares Extinguished
National Securities Depository Limited (NSDL)	HDFC Bank Limited IN 301549	59086230	14-08-2019	1,00,00,000

The total number of Equity Shares bought back and extinguished by the Company (in demat form) is 1,00,00,000 fully paid-up equity shares of Re.1/- each. There were no physical shares tendered in the Buyback.

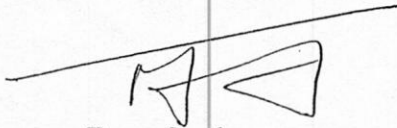
#### B. RECONCILIATION OF SHARE CAPITAL DATA

The reconciliation of share capital data of the Company (pre and post extinguishment) is as furnished below:

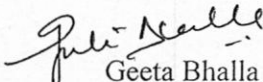
Sr. No.	Particulars	No. of equity shares	equity share capital (in Rs.)
1.	Issued and fully paid up equity share capital (Prior to Buyback)	25,79,45,110	25,79,45,110
2.	Less: Total equity shares Extinguished (in demat form)	1,00,00,000	1,00,00,000
3.	Issued & fully Paid-up equity share capital (Post Buyback).	24,79,45,110	24,79,45,110

It is certified that the above equity shares of the Company were extinguished in compliance with the applicable provisions of the Regulations and the Act.

For Triveni Engineering & Industries Limited

  
Tarun Sawhney  
Vice Chairman & Managing Director  
DIN: 00382878

  
Nikhil Sawhney  
Director  
DIN: 00029028

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



The Statutory Auditors, S.S. Kothari Mehta & Company, Chartered Accountants and the Registrar to the Buyback, Karvy Fintech Private Limited have authenticated this certificate, as identification thereof.

For S.S. Kothari Mehta & Company  
Chartered Accountants  
Firm Registration No.: 000756N

**Yogesh K. Gupta**  
Partner  
Membership No. 093214



For Karvy Fintech Private Limited

*Ravi Shankar*

**Ravi Shankar Shukla**  
Dy. Manager



Place: *New Delhi*  
Date: *21.08.2019*

Enclosed:

1. Confirmation letter dated 14-08-2019 from NDSL for extinguishment of equity shares.

# National Securities Depository Limited



Ref: II/CA/COM/39669/2019

August 14, 2019

Ms. Geeta Bhalla  
Group Vice President & Company Secretary  
Triveni Engineering & Industries Ltd  
8th Floor, Express Trade Towers  
15-16, Express Trade Towers  
15-16, Sector 16A  
Noida - 201 301

## Sub : Buy-back (tender offer)

Madam,

As per the corporate action(s) executed by your R&T Agent/Registry Division viz; Karvy Computershare Private Limited. , Equity Shares were credited/debited to the account(s) in the NSDL system, details of which are given below :

<i>ISIN</i>	<i>ISIN Description</i>	<i>D/C</i>	<i>Records</i>	<i>Quantity</i>	<i>Execution Date</i>
INE256C01024	TRIVENI ENGINEERING & INDUSTRIES LTD EQ NEW FV RS 1/-	Debit	1	10,000,000.000	14/Aug/2019

You may contact your R&T Agent/ Registry Division for further details in this regard.

Yours faithfully,

**Rakesh Mehta**  
Assistant Vice President

Digitally Signed By  
Name: RAKESH MAHASUKHLAL MEHTA  
Date: 14/08/2019 13:16:54  
Reason: Authentication  
Location: NSDL, Mumbai