

SUBHADRA TRADE AND FINANCE LIMITED

Regd. Office : B-11 (Basement), Ocean Complex, P-6, Sector-18, Noida-201301, Uttar Pradesh, India
CIN: U67120UP1989PLC060414

By  Courier

Date 27.3.2017

<p>The Deputy General Manager, Department of Corporate Services, BSE Ltd. 1st Floor, New Trading Ring, Rotunda Building, P.J. Tower, Dalal Street, Fort, MUMBAI-400 001</p> <p>Fax-022-22723121/3719/2037/2039</p>	<p>The Asst. Vice President, Listing Department, National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), MUMBAI-400 051</p> <p>Fax-022-26598237/8238/8347/8348</p>
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Dear Sir

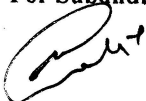
Sub: Disclosure Under Regulation 10 (6) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011- Report to Stock Exchange in respect of acquisition made in reliance upon exemption provided for in Regulation 10 .

Please find attached herewith the disclosure under Regulation 10(6) read with Regulation 10(1)(d)(iii) of the Takeover Code in respect of increase in the shareholding of Subhadra Trade and Finance Limited in **Triveni Turbine Ltd** , pursuant to the Scheme of Arrangement between Subhadra Trade and Finance Limited (Transferee Company) and Umananda Trade and Finance Limited (Transferor Company-1), Tarnik Investments and Trading Limited (Transferor Company-2), Dhankari Investments Limited (Transferor Company-3), TOFSL Trading And Investments Limited (Transferor Company-4), The Engineering and Technical Services Limited (Transferor Company-5), Accurate Traders Limited (Transferor Company-6) and Kameni Upaskar Limited (Transferor Company-7) and their respective shareholders and creditors, providing for amalgamation of the Transferor Companies-1 to 6 with the Transferee Company and for demerger of 'Investment business' from Transferor Company-7 and its transfer and vesting in the Transferee Company ("Scheme") under the applicable provisions of the Companies Act, 1956/2013, which has been approved by the National Company Law Tribunal, Allahabad on 23rd March, 2017 and is effective from 24th March, 2017

This is for your information and record .

Thanking you,

Yours faithfully,
For Subhadra Trade and Finance Ltd


Satvinder Singh Walia
Director

CC Triveni Turbine Ltd
Express Trade Tower , Plot no 15-16, Sector 16 A, Noida 201301 U.P

Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Triveni Turbine Limited	
2.	Name of the acquirer(s)	Subhadra Trade & Finance Limited	
3.	Name of the stock exchange where shares of the TC are listed	BSE Limited National Stock Exchange of India	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Refer to Note 1*	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1) (d) (iii)	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	No Not Applicable	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
	a.	Name of the transferor / seller	Not Applicable
	b.	Date of acquisition	Not Applicable
	c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	Not Applicable
	d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	Not Applicable
	e.	Price at which shares are proposed to be acquired / actually acquired	Not Applicable

8.	Shareholding details		Pre-Transaction		Post-Transaction	
			No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	a	Each Acquirer / Transferee(*) Subhadra Trade And Finance Ltd	16307375	4.942%	87330417	26.466
	b	Each Seller / Transferor	Not Applicable (as the acquisition of shares is pursuant to Scheme of Arrangement and not transfer. See also note 2*)	Not Applicable	Not Applicable	Not Applicable

Note:

(*) Shareholding of each entity shall be shown separately and then collectively in a group.

The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

Note 1* Pursuant to the Scheme of Arrangement between Subhadra Trade and Finance Limited (Transferee Company) and Umananda Trade and Finance Limited (Transferor Company-1), Tarnik Investments and Trading Limited (Transferor Company-2), Dhankari Investments Limited (Transferor Company-3), TOFSL Trading And Investments Limited (Transferor Company-4), The Engineering and Technical Services Limited (Transferor Company-5), Accurate Traders Limited (Transferor Company-6) and Kameni Upaskar Limited (Transferor Company-7) and their respective shareholders and creditors, providing for amalgamation of the Transferor Companies-1 to 6 with the Transferee Company and for demerger of 'Investment business' from Transferor Company-7 and its transfer and vesting in the Transferee Company ("Scheme") under the applicable provisions of the Companies Act, 1956/2013, which has been approved by the National Company Law Tribunal, Allahabad on 23rd March, 2017, all the investments held by the Transferor Companies-1 to 6 and the Investment Business of Transferor Company-7 in the Target Company viz. Triveni Turbine Limited, without any further act or deed, stood transferred to and vested in the Transferee Company with effect from the appointed date i.e. 1st November, 2016. Consequently, the shareholding of the Transferee Company, Subhadra Trade and Finance Limited in the Target Company stood increased from 4.942% to 26.466%. Accordingly, the Transferor Companies-1 to 7 ceased to be the promoters of the Target Company.

The Scheme of Arrangement is a part of an overall consolidation strategy of the group and is expected to provide greater efficiency in operation.

Note 2* The detail of holding of Transferor Company 1 to 7 in Triveni Turbine Ltd which stood vested in Transferee Company pursuant to the Scheme of Arrangement is as under .

Sr No	Name of Transferor Company	Pre Transaction		Post Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
1	Umananda Trade and Finance Ltd	20580339	6.237	-	-
2	Tarnik Investments & Trading Ltd	18680527	5.661	-	-
3	Dhankari Investments Ltd	14049045	4.258	-	-
4	TOFSL Trading & Investments Ltd	5052351	1.531	-	-

5	The Engineering & Technical Services Ltd	1683755	0.510	-	-
6	Accurate Traders Ltd	648500	0.197	-	-
7	Kameni Upaskar Ltd	10328525	3.130	-	-

For Subhadra Trade and Finance Ltd


Satvinder Singh Walia
Director

Place : Noida
Date : 27.03.2017