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Investment Banking

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August 13, 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 has undertaken 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 of the Company, submit the post Buyback public announcement dated August 09, 2019 ("Post Buyback Public Announcement"), which has been published on August 10, 2019 in the Business Standard (English and Hindi National Daily) and Vishwa Manav (regional daily having circulation in Saharanpur).

Thanking You.

For HDFC Bank Limited

Authorised Signatory
Name: Ankit Bhatia
Designation: AVP

Enclosures: As above



TRIVENI ENGINEERING & INDUSTRIES LIMITED

CIN: L15421UP1932PLC022174

Registered Office: Deoband, District Saharanpur, Uttar Pradesh-247554

Corporate Office: 8th Floor, Express Trade Towers, Plot No.15-16, Sector-16A, Noida 201301, Uttar Pradesh

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E-mail: shares@trivenigroup.com | Website: www.trivenigroup.com | Company Secretary: Mrs. Geeta Bhalla

POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF THE EQUITY SHARES OF TRIVENI ENGINEERING & INDUSTRIES LIMITED

This post Buyback public announcement ("Post-Buyback Public Announcement") is being made in accordance with the Regulation 24(vi) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments from time to time ("SEBI Buyback Regulations").

This Post-Buyback Public Announcement should be read in conjunction with the public announcement dated June 4, 2019 and published on June 5, 2019 ("Public Announcement") and the letter of offer dated July 11, 2019 ("Letter of Offer"), issued in connection with the Buyback. Unless specifically defined herein, capitalised terms and abbreviations used herein have the same meaning as ascribed to them in the Public Announcement and the Letter of Offer.

1 THE BUYBACK

1.1 Triveni Engineering & Industries Limited had 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).

1.2 The Company had adopted the Tender Offer route for the purpose of Buyback. The Buyback was implemented by the Company through the "Mechanism for acquisition of shares through Stock Exchange", as provided under the SEBI Buyback Regulations and circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular no CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, issued by the Securities and Exchange Board of India ("SEBI").

1.3 The Buyback Opening Date was Monday, July 22, 2019 and the Buyback Closing Date was Friday, August 2, 2019.

2. DETAILS OF THE BUYBACK

2.1 The Company bought back an aggregate of 1,00,00,000 (One Crore only) Equity Shares, at the price of INR 100/- per Equity Share.

2.2 The total amount utilized in the Buyback was INR 100,00,00,000 (Indian Rupees One Hundred Crore only), excluding Transaction Costs.

2.3 The Registrar to the Buyback i.e. Karvy Fintech Private Limited ("Registrar"), considered a total of 10,520 valid bids for 12,81,80,331 Equity Shares in response to the Buyback, resulting in the tender of approximately 12.82 times the maximum number of Equity Shares proposed to be bought back. The details of the valid bids considered by the Registrar are as follows:

Category	No. of Equity Shares Reserved in the Buyback	No. of valid Bids	Total Equity Shares Tendered	Response (%)
Reserved category for Small Shareholders	15,00,000	9,584	44,31,038	295.40
General Category for all other Eligible Shareholders	85,00,000	936	12,37,49,293	1,455.87
Total	1,00,00,000	10,520	12,81,80,331	1,281.80

2.4 All valid bids were considered for the purpose of Acceptance in accordance with the SEBI Buyback Regulations and the Letter of Offer. The communication of acceptance/rejection will be dispatched by the Registrar to the eligible Equity Shareholders by August 10, 2019.

2.5 The settlement of all valid bids was completed by Indian Clearing Corporation Limited ("ICCL") on Friday, August 09, 2019. ICCL has made direct funds pay-out to Eligible Shareholders whose shares have been accepted under the Buyback. If bank account details of any Eligible Shareholders were not available or if the funds transfer instruction was rejected by the Reserve Bank of India/ relevant bank(s), due to any reasons, then the amount payable to the concerned shareholder will be transferred to the Shareholder Broker for onward transfer to such shareholders.

2.6 Equity Shares held in dematerialized form accepted under the Buyback were transferred to the Company Demat Account on Friday, August 09, 2019. The unaccepted dematerialized Equity Shares have been returned to respective Eligible Shareholders /custodians by ICCL on Friday, August 09, 2019.

2.7 The extinguishment of 1,00,00,000 Equity Shares accepted under the Buyback is currently under process and shall be completed by Friday, August 16, 2019.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

3.1 The capital structure of the Company pre and post Buyback is 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 20,00,00,000 (2,00,00,000 Preference Shares of INR 10 each)	INR 20,00,00,000 (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**)

** Includes 8,000 forfeited equity shares

3.2 Details of Eligible Shareholders from whom Equity Shares exceeding 1% of the total Equity Shares have been accepted under the Buyback are as under:

Sr. No.	Name of Shareholders	No. of Equity Shares accepted under the Buyback Offer	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of total post Buyback Equity Capital of the Company
1	STFL TRADING AND FINANCE PRIVATE LIMITED	30,64,928	30.65%	1.24%
2	DHRUV MANMOHAN SAWHNEY	14,79,982	14.80%	0.60%
3	RATI SAWHNEY	6,83,236	6.83%	0.28%
4	NIKHIL SAWHNEY	5,60,620	5.61%	0.23%
5	TARUN SAWHNEY	5,39,252	5.39%	0.22%
6	GOVERNMENT PENSION FUND GLOBAL	1,94,646	1.95%	0.08%
7	ANIL KUMAR GOEL	1,92,146	1.92%	0.08%
8	DSP SMALL CAP FUND	1,81,497	1.81%	0.07%
9	MANMOHAN SAWHNEY	1,65,617	1.66%	0.07%
10	INDIANIVESH CAPITALS LIMITED	1,18,843	1.19%	0.05%

3.3 The shareholding pattern of the Company pre 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%	16,94,62,677	68.35%
Foreign Investors (Including Non-Resident Indians, FIs and Foreign Mutual Funds)	1,40,93,369	5.46%		
Financial Institutions/Banks & Mutual Funds promoted by Banks/Institutions and Insurance Companies	56,61,441	2.19%	7,84,82,433	31.65%
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%

* As on the Record Date i.e., June 19, 2019

Subject to extinguishment of 1,00,00,000 Equity Shares

4. 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

5. DIRECTORS' RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Post Buyback Public Announcement and confirms that the information included herein contains true, factual and material information and does not contain any misleading information.

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

Mr. Dhruv Manmohan Sawhney
Chairman &
Managing Director
DIN: 00102999

Mr. Nikhil Sawhney
Director
DIN: 0029028

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

Place: Noida

Date: August 9, 2019