

STFL TRADING AND FINANCE PRIVATE LIMITED

(Formerly Verve Professional Services Private Limited)

Regd office : 111 (1ST Floor) Ocean Complex, P-6, Sector-18, Noida – 201301 , Uttar Pradesh , India
CIN : U93000UP2009PTC039070, Ph : 0120-4299916

September 12, 2023

| | |
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| BSE Ltd. P.J. Tower, Dalal Street, Fort, MUMBAI-400 001 e-mail- corp.relations@bseindia.com | National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex, Bandra (E), MUMBAI-400 051 e-mail takeover@nse.co.in |
| STOCK CODE: 532356 | STOCK CODE: TRIVENI |

Dear Sir/ Madam,

Subject: Disclosures under Regulation 10(6) and 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI SAST Regulations, 2011”) - Report to Stock Exchanges in respect of acquisition of equity shares

Ref: Prior intimation filed under Regulation 10(5) dated 04.09.2023

Please find enclosed herewith disclosures under Regulation 10(6) and 29(2) of SEBI SAST Regulations, 2011 with regard to acquisition of 88,88,889 equity shares of Re.1/- each (representing 4.06%) of Triveni Engineering & Industries Limited (‘TEIL’) by the Company from Mrs. Rati Sawhney by way of inter-se transfer between promoters through block trading window on BSE Ltd.

It may be noted that with the acquisition of aforesaid equity shares, our shareholding in TEIL stands increased to 36.40%.

This is for your information and record.

Thanking you,

Yours faithfully,
For STFL Trading and Finance Pvt. Ltd.


Satvinder Singh Walia
Director (DIN: 00296589)

Encl: As above

Copy to: The Company Secretary
Triveni Engineering & Industries Limited
A-44, Hosiery Complex, Phase II Extension,
Noida-201 305 (U.P.).
shares@trivenigroup.com

Disclosure 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 (SEBI SAST Regulations, 2011)

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|---|---|---|---|--------------------|-----------------------------------|
| 1 | Name of the Target Company (TC) | Triveni Engineering & Industries Limited | | | |
| 2 | Name of the acquirer(s) | STFL Trading and Finance Pvt. Ltd. ('STFL') | | | |
| 3 | Name of the stock exchange where shares of the TC are listed. | National Stock Exchange of India Ltd. BSE Ltd. | | | |
| 4 | Detail of the transactions including rationale, if any, for the transfer/ acquisition of shares. | Date of Transaction: 11.09.2023 Acquisition of 88,88,889 equity shares of Re 1/- each of TC by STFL from Mrs Rati Sawhney by way of inter-se transfer between Promoters. | | | |
| 5 | Relevant regulation under which the acquirer is exempted from making open offer. | Regulation 10 (1) (a) (ii) of SEBI SAST Regulations, 2011. | | | |
| 6 | Whether disclosure of proposed acquisition was required or be made under regulation 10(5) and if so | Yes. Disclosure under Regulation 10(5) was made within timeline specified under the regulations. | | | |
| | Whether disclosure was made and whether it was made within timeline specified under the regulations | Yes. Disclosure under Regulation 10(5) was made within timeline specified under the regulations. | | | |
| | Date of filing with the stock exchange | 04.09.2023 | | | |
| 7 | Details of the acquisition | Disclosure required to be made under regulation 10(5) | Whether the disclosure under regulation 10(5) are actually made | | |
| | (a) Name of the transferor / seller | Mrs. Rati Sawhney | Yes | | |
| | (b) Date of acquisition | 11.09.2023 | Yes | | |
| | (c) Number of shares / voting rights in respect of the acquisitions from each persons mentioned in 7(a) above | 88,88,889 equity shares | Yes | | |
| | (d) Total shares proposed to be acquired /actually acquired as a % of diluted share capital of TC | 4.06% | Yes | | |
| | (e) Price at which shares are proposed to be Acquired/ actually acquired | Rs. 348.90 per equity share | Yes | | |
| 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 (*) | | | | |
| | STFL Trading and Finance Pvt. Ltd. | 70788187 | 32.34 | 79677076 | 36.40 |
| b | Each Seller/ Transferor | | | | |
| | Mrs Rati Sawhney | 15126737 | 6.91 | 6237848 | 2.85 |

For STFL Trading and Finance Pvt. Ltd.
(ACQUIRER)

Satvinder Singh Walia
Director (DIN: 00296589)

Place: NOIDA
Dated: 12th Sept., 2023

Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | | |
|---|---|---|--|--|
| Name of the Target Company (TC) | | Triveni Engineering & Industries Limited | | |
| Name(s) of the Acquirer and Persons Acting in Concert (PAC) with the acquirer | | STFL Trading and Finance Pvt. Ltd. ('STFL') – Acquirer PAC - Promoters/Promoter Group Dhruv M. Sawhney Rati Sawhney Tarun Sawhney Nikhil Sawhney Tarana Sawhney Manmohan Sawhney HUF Tarun Sawhney Trust Nikhil Sawhney Trust | | |
| Whether the acquirer belongs to Promoter / Promoter Group | | Yes, the Acquirer is named as a promoter in the shareholding pattern of the TC. | | |
| Name(s) of the Stock Exchange (s) where the shares of TC are listed | | BSE Limited National Stock Exchange of India Ltd. | | |
| Details of the acquisition/ disposal as follows | | Number | % w.r.t. total share/voting capital wherever applicable(*) | % w.r.t. total diluted share/voting capital of the TC (**) |
| Before the acquisition under consideration, holding of: | | | | |
| a) | Shares carrying voting rights | | | |
| | STFL Trading and Finance Pvt. Ltd. | 70788187 | 32.34 | 32.34 |
| | Dhruv Manmohan Sawhney | 18258411 | 8.34 | 8.34 |
| | Rati Sawhney | 15126737 | 6.91 | 6.91 |
| | Manmohan Sawhney (HUF) | 3815853 | 1.74 | 1.74 |
| | Tarun Sawhney | 12494259 | 5.71 | 5.71 |
| | Nikhil Sawhney | 12986575 | 5.93 | 5.93 |
| | Tarana Sawhney | 21140 | 0.01 | 0.01 |
| | Tarun Sawhney Trust | Nil | Nil | Nil |
| | Nikhil Sawhney Trust | Nil | Nil | Nil |
| b) | Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others) | Nil | Nil | Nil |
| c) | Voting rights (VR) otherwise than by equity shares | Nil | Nil | Nil |
| d) | Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) | Nil | Nil | Nil |
| e) | Total (a+b+c+d) | 133491162 | 60.98 | 60.98 |
| Details of acquisition/sale | | | | |
| a) | Shares carrying voting rights acquired/sold | | | |
| | STFL Trading and Finance Pvt. Ltd. | 8888889 | 4.06 | 4.06 |

| | | | | |
|--|---|--|--------------|--------------|
| b) | VRs acquired/sold otherwise than by equity shares | Nil | Nil | Nil |
| c) | Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold | Nil | Nil | Nil |
| d) | Shares encumbered/invoked/released by the acquirer | Nil | Nil | Nil |
| e) | Total (a+b+c+d) | 8888889 | 4.06 | 4.06 |
| After the acquisition/sale, holding of: | | | | |
| a) | Shares carrying voting rights | | | |
| | STFL Trading and Finance Pvt. Ltd. | 79677076 | 36.40 | 36.40 |
| | Dhruv Manmohan Sawhney | 18258411 | 8.34 | 8.34 |
| | Rati Sawhney | 6237848 | 2.85 | 2.85 |
| | Manmohan Sawhney (HUF) | 3815853 | 1.74 | 1.74 |
| | Tarun Sawhney | 12494259 | 5.71 | 5.71 |
| | Nikhil Sawhney | 12986575 | 5.93 | 5.93 |
| | Tarana Sawhney | 21140 | 0.01 | 0.01 |
| | Tarun Sawhney Trust | Nil | Nil | Nil |
| | Nikhil Sawhney Trust | Nil | Nil | Nil |
| b) | Shares encumbered with the acquirer | Nil | Nil | Nil |
| c) | VRs otherwise than by equity shares | Nil | Nil | Nil |
| d) | Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition | Nil | Nil | Nil |
| e) | Total (a+b+c+d) | 133491162 | 60.98 | 60.98 |
| Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer etc.) | | Inter-se transfer between the promoters by way of block trading window on BSE Ltd. | | |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable | | 11 th Sept, 2023 | | |
| Equity share capital / total voting capital of the TC before the said acquisition/sale | | Rs. 21,88,97,968/- divided into 218897968 equity shares of Re.1/- each | | |
| Equity share capital / total voting capital of the TC after the said acquisition/sale | | Rs. 21,88,97,968/- divided into 218897968 equity shares of Re.1/- each | | |
| Total diluted share/voting capital of the TC after the said acquisition/sale. | | Rs. 21,88,97,968/- divided into 218897968 equity shares of Re.1/- each | | |

Note:

(*) Total share capital/voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of the Listing Regulations.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

**For STFL Trading and Finance Pvt. Ltd.
(ACQUIRER)**



**Satvinder Singh Walia
Director (DIN: 00296589)**

**Place: NOIDA
Dated: 12th Sept., 2023**