

By E-filing

REF:TEIL:SE:

Date: 24th June, 2020

The Deputy General Manager Department of Corporate Services, BSE Limited, 1 st Floor, New Trading Ring, Rotunda Building, P.J. Tower, Dalal Street, Fort, MUMBAI – 400 001.	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.
STOCK CODE: 532356	STOCK CODE: TRIVENI
Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2020	

Dear Sirs,

In terms of Regulation 24A of SEBI (LODR) Regulations, 2015 read with SEBI Circular No.CIR/CFD/CMD1/27/2019 dated February 8, 2019 we enclose herewith Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2020 issued by Mr. Suresh Kumar Gupta of M/s Suresh Gupta & Associates, Company Secretaries.

You are requested to take the above on record.

Thanking you,

Yours faithfully,

For Triveni Engineering & Industries Ltd.,

Sd/-

GEETA BHALLA

Group Vice President &
Company Secretary

Encl: As above

Justification for non-submission of signed copy of the disclosure: As per the MCA's advisory on preventive measures to contain the spread of COVID-19 and the implementation of the Company's "Work from Home Policy" in line with the same, this disclosure is being submitted without signature

SURESH GUPTA & ASSOCIATES

COMPANY SECRETARIES

204, Silver Complex, A-73, Opp. Metro Pillar No. 60, Near Nirman, Vihar Metro Station,
Laxmi Nagar, Delhi-110092

Mob. 9312257002, Ph. 011-43061664, Mail: sureshguptacs@gmail.com, www.sureshgupta.in

SECRETARIAL COMPLIANCE REPORT of Triveni Engineering & Industries Limited (For the year ended 31st March, 2020)

We, M/s Suresh Gupta and Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by **Triveni Engineering and Industries Limited** (hereinafter referred to as "the listed entity");
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2020 ("**Review Period**") in respect of compliance with the provisions of ;

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- * (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- * (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- * (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

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(2)

*(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

*No event took place under these Regulations during the Review Period.

and based on the above examination, **We hereby report that, during the Review Period:**

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/circulars/ including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NONE			

b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken	Observations/ remarks of the Practicing Company Secretary, if any.
NONE				

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(3)

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NOT APPLICABLE				

We further report that during the Review Period, there was no event of appointment/reappointment/resignation of statutory auditor of the Company and the Company has suitably modified the terms of appointment of its existing auditor. In this regard, we report that the Company has complied with Para 6(A) and 6(B) of Circular No.CIR/CFD/CMDI/114/2019 dated October 18, 2019.

**For Suresh Gupta & Associates
Company Secretaries`**



**Suresh Kumar Gupta
M. No.FCS 5660
C.P. No. 5204
UDIN: F005660B000370101**

**Place: Noida
Date: June 23, 2020**