

REF: TTL : SE

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| BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 Scrip Code: 533655 | National Stock Exchange of India Limited Exchange Plaza, C-1, Block G Bandra Kurla Complex Bandra (E) Mumbai – 400 051 Symbol: TRITUBINE, Series: EQ |
|--|---|

Dear Sir,

Sub: Extinguishment of 54,28,571 fully paid-up equity shares of ₹ 1/- each (“Equity Shares”) of Triveni Turbine Limited (“Company”) bought back at a price of ₹ 350 per Equity Share through the tender offer process pursuant to the SEBI (Buy Back of Securities) Regulations, 2018, as amended (“Buyback Regulations”) and the Companies Act, 2013 as amended (the “Buyback”).

In compliance with Regulation 11 and 24(iv) of the Buyback Regulations, this is to inform you that the Company has extinguished 54,27,809 Equity Shares which were in dematerialized form and 762 Equity Shares which were in physical form.

In view of the above, please see below a table showing reconciliation of share capital of the Company (Pre and Post Extinguishment):

| S. No | Particulars | No of Equity Shares | Amount (₹) |
|-------|---|---|---------------|
| 1 | Pre-extinguishment, Issued, Subscribed and Paid-Up Share Capital | 32,33,05,484 fully paid-up Equity Shares of Re 1/- each | 32,33,05,484 |
| 2 | Less: Shares bought-back and credited to our account | | |
| | a) Electronic Form | 5427809 | 5427809 |
| | b) Physical Form | 762 | 762 |
| 3 | Post Extinguishment, Issued, Subscribed and Paid-Up Share Capital | 31,78,76,913 fully paid-up Equity Shares of Re 1/- each | 31,78,76,913 |

The number of Equity Shares bought back in the captioned buyback and the post-Buyback shareholding pattern were disclosed in the post buyback public announcement submitted for your records on February 4, 2023. The post-Buyback shareholding pattern has been reproduced in the **Annexure A** for ease of reference. We also enclose a copy of the letter dated February 9, 2023 from Central Depository Services Ltd confirming the extinguishment of 54,27,809 Equity Shares, as **Annexure B**.

It is confirmed that the 54,28,571 Equity Shares of the Company were extinguished in compliance with and according to the provisions of Regulation 11 of the Buyback Regulations. A copy of the certificate dated February 9, 2023 signed by KFin Technologies Limited (Registrar to the Buyback), M/s Walker Chandiook & Co LLP (Statutory Auditors of the Company) and the Company confirming that the extinguishment of 54,28,571 Equity Shares is in compliance with Regulations 11 of the SEBI Buyback Regulations in this regard is enclosed as **Annexure C**.

You are requested to please take the above information on your records.

Thanking you.

For Triveni Turbine Limited



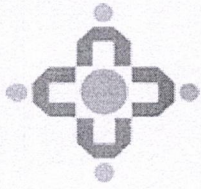
Rajiv Sawhney
Company Secretary

Encl: as above

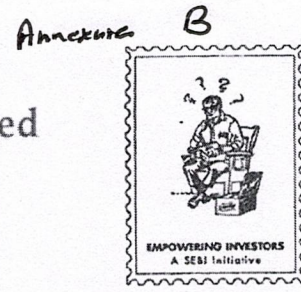
Annexure A

The shareholding pattern of the Company, pre and post Buyback, is as under:

| 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 members of the Promoter Group, and persons acting in concert (collectively "the Promoters") * | 180845379 | 55.94 | 177506479 | 55.84 |
| Foreign Investors (including Non-Resident Indians, FIIs) | 75936799 | 23.49 | } 140370434 | } 44.16 |
| Financial Institutions / Banks & Mutual Funds promoted by Banks/ Institutions | 49863406 | 15.42 | | |
| Others (Public, Public Bodies Corporate etc.) | 16659900 | 5.15 | | |
| Total | 323305484 | 100.00% | 317876913 | 100.00% |



Central Depository Services (India) Limited



February 09, 2023

CDSL/OPS/IPO-CA/2022-23/CA-508880.003

**The Company Secretary,
Triveni Turbine Limited**
8th Floor, Express Trade Tower
15-16, Sector 16a
Noida, Uttar Pradesh,
India - 201301

Dear Sir,

Sub:- Buyback

This is to inform you that the file uploaded by you / your RTA for the above-mentioned purpose, has been successfully processed at **Central Depository Services (India) Limited**. The details of the same are as follows:

| CA Seq. No. | ISIN | Type Of Security | Date Effected | No. of Records | No. of Securities |
|-------------|----------------------------|--|---------------|----------------|-------------------|
| 508880.003 | Debit ISIN INE152M01016 | Triveni Turbine Limited - Equity Shares | 08-Feb-2023 | 1 | 5427809 |

Thanking you,

Yours faithfully,
For **Central Depository Services (India) Limited**

Vinifer T Kodia
Asst. Vice President – Operations

c.c Alankit Assignments Limited

Digitally signed by VINIFER TEHMTON KODIA
Date: 2023.02.09 12:53:43 +05:30

Regd. Office : Marathon Futurex, Mafatlal Mill Compounds, A-Wing, 25th floor, N M Joshi
Marg, Lower Parel (East), Mumbai - 400013.
Phone: 91 - 22-2302-3333 • Fax: 91 - 22 - 2300 2035/2036. CIN: L67120MH1997PLC112443
Website : www.cdslindia.com

Walker Chandiook & Co LLP

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5th Floor, No.65/2, Block "A",
Bagmane Tridib, Bagmane
Tech Park, C V Raman Nagar,
Bengaluru 560093
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Independent Auditor's Certificate with respect to extinguishment of 54,28,571 equity shares of INR 1 each ('equity shares') bought back by Triveni Turbine Limited (the "Company")

To,
The Board of Directors
Triveni Turbine Limited
A-44, Hosiery Complex,
Phase II Extension, Noida
Uttar Pradesh - 201305

1. This Certificate is issued in accordance with the terms of our engagement letter dated 6 February 2023 with the Company.
2. The accompanying certificate of extinguishment of equity shares bought back by the Company (the "Statement") has been prepared by the Company's management in accordance with the requirements of sub-regulation (iii) of Regulation 11 of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("the Buy-back Regulations"). We have been informed by the Management of the Company that the Company requires a certificate from statutory auditors with regard to compliance with sub-regulation (iii) of Regulation 11 of the Buy-back Regulations. We have initialed the Statement for identification purposes only.

Management's Responsibility

3. The preparation of the Statement in accordance with the requirement of sub-regulation (iii) of Regulation 11 of the Buy-back Regulations, including preparation and maintenance of all accounting and other relevant supporting records and documents, is solely the responsibility of the Management of the Company. This responsibility includes the design, implementation and maintenance of the internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Management is also responsible for:
 - a. Ensuring that the equity shares and the securities certificates which were bought back have been extinguished and destroyed within seven days of expiry of buy-back period in accordance with the requirements of sub-regulation (i) of Regulation 11 of the Buy-Back Regulations;
 - b. Obtaining confirmation from the Central Depository Services (India) Limited ("the CDSL") regarding extinguishment of the equity shares bought back which were in dematerialised form; and
 - c. Ensuring compliance with the other requirements relating to extinguishment of equity shares bought back in accordance with the requirements of Regulation 11 of the Buy-back Regulations.

Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

Walker Chandiook & Co LLP is registered with limited liability with identification number AAC-2085 and its registered office at L-41 Connaught Circus, New Delhi, 110001, India

Walker Chandniok & Co LLP

Auditor's Responsibility

5. Pursuant to the requirement of the sub-regulation (iii) of Regulation 11 of Buy-Back Regulations, it is our responsibility to provide reasonable assurance that the particulars contained in the Statement, are on the basis of relevant records and documents maintained and obtained by the Company, which have been furnished to us for the purpose and are in accordance with the requirements of sub-regulation (i) of Regulation 11 of the Buy-Back Regulations.
6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes ('the Guidance Note'), issued by the Institute of Chartered Accountants of India ('the ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. 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 ICAI.
8. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matter stated in paragraph 5 above. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the aforesaid matter. We have performed the following procedures in relation to the aforesaid matter:
 - a) Examined the share extinguishment confirmation received by the Company from the CDSL with respect to the shares held in dematerialized form which were bought back;
 - b) Verified that the number of equity shares extinguished by CDSL tallies with the equity shares debited in the depository account number 12047500-00063381 opened and maintained by the Company with Ambit Capital Private Limited;
 - c) Verified that all bought back equity shares in physical form as specified in the accompanying Statement are extinguished/cancelled in the presence of us as well as KFin Technologies limited (the "Registrar to the Buy-back") and Ambit Private Limited ("the Manager to the Buy-back") on February 8, 2023;
 - d) Examined the minutes of the meeting wherein the resolution was passed by the Buy-back Committee of the Company relating to extinguishment of shares which were bought-back; and
 - e) Obtained necessary representations from the Management of the Company.
 - f) Relied on the management's representations that the Company has used only one depository account number 12047500-00063381 for buyback of the equity shares.

Opinion

9. Based on our examination as above and the information and explanations given to us, along with the representations provided by the Management, in our opinion, particulars furnished by the Company in the Statement are in agreement with the relevant records and documents obtained and maintained by the Company as on the date of the certificate, and the extinguishment is in compliance and in accordance with the requirements of sub-regulation (i) of Regulation 11 of the Buy-Back Regulations.

Restriction on Distribution or Use

10. Our work was performed solely in connection with the extinguishment of equity shares bought back by the Company in accordance with the requirements of Regulation 11 of Buy-Back Regulations. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have as auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company.

Walker Chandiook & Co LLP

11. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the requirements of sub-regulation (iii) of Regulation 11 of the Buy-Back Regulations and for the purpose of submission to Securities Exchange Board of India, Bombay Stock Exchange Limited and National Stock Exchange Limited. Accordingly, this certificate may not be suitable for any other purpose and should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Walker Chandiook & Co LLP**
Chartered Accountants
Firm Registration No: 001076N/N500013

Vijay Vikram Singh
Digitally signed by
Vijay Vikram Singh
Date: 2023.02.09
19:05:00 +05'30'

Vijay Vikram Singh
Partner
Membership No. 059139
UDIN: 23059139BGXSLU8269

9 February 2023
Bengaluru



STATEMENT OF EXTINGUISHMENT OF EQUITY SHARES BY TRIVENI TURBINE LIMITED

The certificate issued is being issued in compliance of with requirements of Regulation 11 of Securities Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations").

Pursuant to the Public Announcement dated December 13, 2022, which was published on December 14, 2022, and the Letter of Offer dated January 10, 2023, the tendering period for the Buyback opened on January 17, 2023 and closed on January 31, 2023 ("Tendering Period"). The company bought back 54,28,571 fully paid up equity shares of the face value of INR 1/- each ("Equity Shares"), from its existing shareholders, through tender offer route at a price of INR 350/- per Equity Share. The following are the details of the Equity Shares bought back by the Company during the Tendering Period and destroyed/extinguished:

A. EQUITY SHARES IN DEMATERISED FORM:

| Name of the Depository | Name of the Depository Participant and DP ID No. | Company's Client ID No. | Date of Extinguishment | Number of Equity Shares Extinguished |
|---|--|-------------------------|------------------------|--------------------------------------|
| Central Depository Services (India) Limited | Ambit Capital Private Limited 12047500 | 00063381 | February 8, 2023 | 54,27,809 |

B. EQUITY SHARES IN PHYSICAL FORM:

| Sr. No. | Date of Extinguishment | Folio No. | Number of Equity Shares extinguished | Certificate Nos. | Distinctive Nos. |
|---------|------------------------|-----------|--------------------------------------|------------------|-------------------|
| 1 | February 8, 2023 | TTL002948 | 762 | SD-3093 | 78369536-78370297 |

C. TOTAL NUMBER OF EQUITY SHARES EXTINGUISHED/DESTROYED (A+B)

Total number of Equity Shares extinguished/destroyed (A+B): 54,28,571 Equity Shares

It is certified that the above Equity Shares of the Company were extinguished destroyed in compliance with and according to the provisions of Regulation 11 of the Buyback Regulations.

For and on behalf of the Board of Directors of
Triveni Turbine Limited

DHRUV
MANMOHAN
SAWHNEY
Digitally signed by DHRUV
MANMOHAN SAWHNEY
Date: 2023.02.09 15:24:14
+05'30'
Dhruv Manmohan Sawhney
Chairman and Managing Director
DIN: 00102999

NIKHIL
SAWHNEY
Digitally signed by
NIKHIL SAWHNEY
Date: 2023.02.09
15:25:16 +05'30'
Nikhil Sawhney
Vice Chairman and
Managing Director
DIN: 00029028

RAJIV
SAWHNEY
Digitally signed by
RAJIV SAWHNEY
Date: 2023.02.09
15:26:36 +05'30'
Rajiv Sawhney
Company Secretary
Membership No.: A8047

The Statutory Auditors, Walker Chandiok & Co LLP, and the Registrar to the Buyback, KFin Technologies Limited have initialed this certificate for identification purpose only.

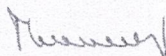
For Walker Chandiok & Co LLP
Chartered Accountants
FRN: 001076N/N500013

Vijay Vikram
Singh

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Vijay Vikram Singh
Date: 2023.02.09
19:05:36 +05'30'

Vijay Vikram Singh
Partner
Membership No. 059139

For KFin Technologies Limited



M.Murali Krishna
Vice President

Date: 9th Feb , 2023
Place: Bangalore

Date 9th Feb, 2023
Place: Hyderabad