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Date May 27, 2019

BSE Ltd. 1 st Floor, New Trading Ring, Rotunda Building, P.J. Tower, Dalal Street, Fort, MUMBAI-400 001 e-mail- corp.relations@bseindia.com Fax-022-22723121/1278/1557/3354 Thru : BSE Listing Centre	National Stock Exchange of India Ltd., Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), MUMBAI-400 051 e-mail cmlist@nse.co.in Fax-022-26598237/8238/8347/8348 Thru : NEAPS
STOCK CODE: 532356	STOCK CODE: TRIVENI

Subject: Annual Secretarial Compliance report for the year ended 31st March , 2019

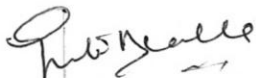
In terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular no CIR/CFD/CMD1/27/2019 dated February 8 ,2019 we enclose herewith Annual Secretarial Compliance report of the Company for the year ended 31st March, 2019 issued by Mr. Suresh 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 and Industries Ltd



Geeta Bhalla
Group Vice President &
Company Secretary

Encl : As above

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, 2019)

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, 2019 ("**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, 2009 (till November 9, 2018) & Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (w.e.f. November 10, 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;

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*(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;

*(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/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NOT APPLICABLE			

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.
NOT APPLICABLE				

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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				

For Suresh Gupta & Associates
Company Secretaries



SURESH GUPTA
M. No. FCS 5660
C.P. No. 5204

Place: Delhi
Date: May 25, 2019