

STFL TRADING AND FINANCE PRIVATE LIMITED

(Formerly Verve Professional Services Private Limited)

Regd office : B-11 (Basement) Ocean Complex, P-6, Sector-18, Noida – 201301 , Uttar Pradesh , India
CIN : U93000UP2009PTC039070, Ph : 0120-4299916

Spec 105

27th December, 2017

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: Disclosures under Regulations 10(6) & 29(1) of the SEBI (SAST) Regulations, 2011	

Dear Sir,

Please find attached herewith the disclosures under the captioned Regulations with regard to transfer and vesting of the entire 8,26,96,056 equity shares of Re.1/- each representing 32.06% of the total equity capital of Triveni Engineering & Industries Ltd. ('the Company') held by Subhadra Trade and Finance Ltd., one of the existing promoters of the Company to STFL Trading and Finance Private Limited pursuant to a scheme of arrangement between Subhadra Trade and Finance Ltd. (Transferor Company) and Verve Professional Services Pvt. Ltd. (Transferee Company) (name changed to STFL Trading and Finance Pvt. Ltd.) and their respective shareholders and creditors (hereinafter referred to as the 'Scheme of Arrangement') under sections 230/232 of the Companies Act, 2013 duly approved by the Hon'ble National Company Law Tribunal, Allahabad Bench vide its Order dated 20th Sept., 2017. This is for your information and record.

Thanking you,

Yours faithfully,

For STFL Trading and Finance Pvt. Ltd.


Geeta Bhalla

Director

Encl: As above

Copy to: Triveni Engineering & Industries Ltd.,

8th Floor, Express Trade Towers, Plot No.15-16, Sector-16A, Noida-201 301, U.P.

Disclosures under Regulation 10(6) – Report to the 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

1.	Name of the Target Company (TC)	Triveni Engineering & Industries Limited	
2.	Name of the Acquirer(s)	STFL Trading and Finance Private Limited	
3.	Name of the stock exchange where shares of the TC are listed	BSE Ltd. National Stock Exchange of India Ltd.	
4.	Details of the transaction including rationale, if any, for the transfer/acquisition of shares	Pursuant to a scheme of arrangement between Subhadra Trade and Finance Ltd. (Transferor Company) and Verve Professional Services Pvt. Ltd. (Transferee Company) (name changed to STFL Trading and Finance Pvt. Ltd.) and their respective shareholders and creditors (hereinafter referred to as the 'Scheme of Arrangement') under sections 230/232 of the Companies Act, 2013 duly approved by the Hon'ble National Company Law Tribunal, Allahabad Bench vide its Order dated 20 th Sept., 2017, the entire 8,26,96,056 equity shares of Re.1/- each representing 32.06% of the total equity capital of TC held by Subhadra Trade and Finance Ltd., one of the existing promoters of TC, without any further act or deed, stood transferred to and vested in STFL Trading and Finance Pvt. Ltd. on 26.12.2017.	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	10(1)(d)(iii)	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10(5) and if so, -whether disclosure was made and whether it was made within the timeline specified under the regulations. -date of filing with the stock exchange.	No Not Applicable Not Applicable	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
a.	Name of the Transferor/Seller	Not Applicable	Not Applicable
b.	Date of acquisition	Not Applicable	Not Applicable
c.	Number of shares/voting rights in respect of the acquisitions from each person mentioned in 7(a) above	Not Applicable	Not Applicable

d.	Total shares proposed to be acquired/actually acquired as a % of diluted share capital of TC	Not Applicable		Not Applicable	
e.	Price at which shares are proposed to be acquired/actually acquired	Not Applicable		Not Applicable	
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.	Nil	Nil	8,26,96,056	32.06
b.	Each Seller / Transferor -Subhadra Trade and Finance Ltd.	8,26,96,056	32.06	Nil	Nil

For STFL Trading and Finance Pvt. Ltd.


Geeta Bhalla
Director

Date : 27.12.2017
Place: Noida

Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the Acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.