

# SUBHADRA TRADE AND FINANCE LIMITED

Regd. Office : B-11 (Basement), Ocean Complex, P-6, Sector-18, Noida-201301, Uttar Pradesh, India  
CIN: U67120UP1989PLC060414

*Spec Post*

27<sup>th</sup> December, 2017

The Deputy General Manager Department of Corporate Services, BSE Limited 1 <sup>st</sup> 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
<b>STOCK CODE: 532356</b>	<b>STOCK CODE: TRIVENI</b>
<b>Sub: Disclosure under Regulation 29(2) of the SEBI (SAST) Regulations, 2011</b>	

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 vide its Order dated 20<sup>th</sup> Sept., 2017.

This is for your information and record.

Thanking you,

Yours faithfully,

**For Subhadra Trade and Finance Ltd.**

  
**R.K. Goel**  
Company Secretary

Encl: As above

Copy to: Triveni Engineering & Industries Ltd.,  
8<sup>th</sup> Floor, Express Trade Towers, Plot No.15-16, Sector-16A, Noida-201 301, U.P.

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

Name of the Target Company (TC)	Triveni Engineering & Industries Ltd.			
Name(s) of the Acquirer and Persons Acting in Concert (PAC) with the acquirer	Subhadra Trade and Finance Ltd. - Transferor <b>Promoter Group</b> Dhruv M. Sawhney Rati Sawhney Tarun Sawhney Nikhil Sawhney Tarana Sawhney Manmohan Sawhney (HUF) STFL Trading and Finance Pvt. Ltd. Tarun Sawhney Trust Nikhil Sawhney Trust			
Whether the acquirer belongs to Promoter / Promoter Group	Yes			
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 (**)	
<b>Before the acquisition/sale under consideration, holding of acquirer along with PACs of:</b>				
a)	Shares carrying voting rights	173457229	67.24	67.24
b)	Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	2500000	0.97	0.97
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)	<b>175957229</b>	<b>68.21</b>	<b>68.21</b>
<b>Details of acquisition/sale</b>				
a)	Shares carrying voting rights acquired/sold	82696056	32.06	32.06

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)	82696056	32.06	32.06
<b>After the acquisition/sale, holding of acquirer along with PACs of:</b>				
a)	Shares carrying voting rights	173457229	67.24	67.24
b)	Shares encumbered	2500000	0.97	0.97
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)	175957229	68.21	68.21
Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer, etc.)		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 <sup>th</sup> 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		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable		26.12.2017		

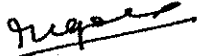
Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs.25,79,45,110/- divided into 257945110 equity shares of Re.1/- each
Equity share capital / total voting capital of the TC after the said acquisition / sale	Rs.25,79,45,110/- divided into 257945110 equity shares of Re.1/- each
Total diluted share/voting capital of the TC after the said acquisition.	Rs.25,79,45,110/- divided into 257945110 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 Subhadra Trade and Finance Ltd.**



**R.K.Goel**  
**Company Secretary**

Place : Noida  
Date : 27.12.2017