

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

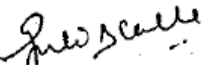
The Deputy General Manager Department of Corporate Services, BSE Limited 1 st Floor, New Trading Ring, Rotunda Building, P.J. Tower, Dalal Street, Fort, MUMBAI - 400 001	The Asst. Vice President, Listing Department National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, 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 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

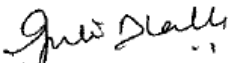
Part A- Details of the Acquisition

Name of the Target Company (TC)	Triveni Engineering & Industries Ltd.			
Name(s) of the Acquirer and Persons Acting in Concert (PAC) with the acquirer	STFL Trading and Finance Pvt. Ltd. – Acquirer Promoter Group Dhruv M. Sawhney Rati Sawhney Tarun Sawhney Nikhil Sawhney Tarana Sawhney Manmohan Sawhney (HUF) Subhadra Trade and Finance 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 as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)	
Before the acquisition under consideration, holding of acquirer along with PACs of:				
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)	175957229	68.21	68.21
Details of acquisition				
a)	Shares carrying voting rights acquired	82696056	32.06	32.06
b)	VRs acquired 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	Nil	Nil	Nil
d)	Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others)	Nil	Nil	Nil
e)	Total (a+b+c+d)	82696056	32.06	32.06
After the acquisition, holding of acquirer along with PACs of:				
a)	Shares carrying voting rights	173457229	67.24	67.24
b)	VRs 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) after acquisition	Nil	Nil	Nil
d)	Shares in the nature of encumbrance (pledge / lien / non-disposal undertaking / others)	2500000	0.97	0.97
e)	Total (a+b+c+d)	175957229	68.21	68.21
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/ encumbrance, etc.)		Pursuant to a scheme of arrangement duly approved by the Hon'ble National Company Law Tribunal, Allahabad Bench, more particularly described hereunder.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, 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 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 the 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 of/date of receipt of intimation of allotment of shares/VR/warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares in the TC.	26.12.2017
Equity share capital / total voting capital of the TC before the said acquisition	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	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

For STFL Trading and Finance Pvt. Ltd.


Geeta Bhalla
Director

Place : Noida

Date : 27.12.2017

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.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.