

# SUBHADRA TRADE AND FINANCE LIMITED

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

By ~~XXXX~~ Courier.

Date March 27, 2017

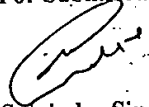
The Deputy General Manager, Department of Corporate Services, BSE Ltd. 1 <sup>st</sup> Floor, New Trading Ring, Rotunda Building, P.J. Tower, Dalal Street, Fort, MUMBAI-400 001  Fax-022-22723121/3719/2037/2039	The Asst. Vice President, Listing Department, National Stock Exchange of India Ltd. Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), MUMBAI-400 051  Fax-022-26599237/8238/8347/8348
<b>EPT. OF CORPORATE SERVICES</b>	
<b>Sub : Disclosure Under Regulation 29 (2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.</b>	

Please find attached herewith the disclosure under Regulation 29 of the Takeover Code in respect of increase in the shareholding of Subhadra Trade and Finance Limited in Triveni Turbine Ltd. pursuant to the Scheme of Arrangement between Subhadra Trade and Finance Limited (Transferee Company) and Umananda Trade and Finance Limited (Transferor Company-1), Tarnik Investments and Trading Limited (Transferor Company-2), Dhankari Investments Limited (Transferor Company-3), TOFSL Trading And Investments Limited (Transferor Company-4), The Engineering and Technical Services Limited (Transferor Company-5), Accurate Traders Limited (Transferor Company-6) and Kameni Upaskar Limited (Transferor Company-7) and their respective shareholders and creditors, providing for amalgamation of the Transferor Companies-1 to 6 with the Transferee Company and for demerger of 'Investment business' from Transferor Company-7 and its transfer and vesting in the Transferee Company ("Scheme") under the applicable provisions of the Companies Act, 1956/2013, which has been approved by the National Company Law Tribunal, Allahabad, on 23<sup>rd</sup> March, 2017 and is effective from 24<sup>th</sup> March, 2017

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,  
For Subhadra Trade and Finance Ltd

  
Satvinder Singh Walia  
Director

Encl: As above

CC Triveni Turbine Ltd  
8<sup>th</sup> Floor, Express Trade Tower, Plot No 15-16, Sector 16 A, Noida 201301, U.P.

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

Name of the Target Company (TC)	Triveni Turbine Ltd		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Subhadra Trade & Finance Ltd - Acquirer <b>Promoter Group</b> Mr. Dhruv M Sawhney Mrs Rati Sawhney Manmohan Sawhney HUF Tarun Sawhney, Nikhil Sawhney, Tarana Sawhney Kameni Upaskar Limited Umananda Trade & Finance Ltd The Engineering & Technical Services Limited Tofsl Trading & Investments Ltd Tarnik Investments & Trading Ltd Accurate Traders Limited Dhankari Investments Limited Triveni Engineering & Industries Limited		
Whether the acquirer belongs to Promoter/ Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Ltd., BSE Ltd.		
Details of the acquisition / disposal as follows	Number	% w.r.t. total shares/voting capital whatever applicable (*)	% w.r.t. total diluted, share/voting capital of the TC (**)
<b>Before the acquisition under consideration, holding of</b>			
a) Shares carrying voting rights	16307375	4.94	4.94
b) Shares in the nature of encumbrance (pledge/ lien)	-	-	-
Shares in the nature of encumbrance (pledge/ lien)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	-	-	-
<b>Total (a+b+c+d)</b>	16307375	4.94	4.94
<b>Details of acquisition/sale</b>			
a) Shares carrying voting rights acquired/sold	71023042	21.53	21.53
b) VRs acquired /sold otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
d) Shares encumbered / invoked/released by the acquirer	-	-	-
<b>e) Total (a+b+c+/-d)</b>	71023042	21.53	21.53

After the acquisition/sale, holding of:			
a) Shares carrying voting rights	87330417	26.47	26.47
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by shares	-	-	-
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	-	-	-
e) Total (a+b+c+d)	87330417	26.47	26.47
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se public issue / rights issue / preferential allotment / inter-se transfer etc).	Pursuant to the Scheme of Arrangement duly approved by National Company Law Tribunal Allahabad Bench . See note 1* below		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	24-Mar-17		
Equity share capital/total voting capital of the TC before the said acquisition / sale	Rs 329972150/- divided into 329972150 equity shares of Re 1/- each		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	Rs 329972150/- divided into 329972150 equity shares of Re 1/- each		
Total diluted share/voting capital of the TC after the said acquisition	Rs 329972150/- divided into 329972150 equity shares of Re 1/- each		

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) 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.

Note 1\* Pursuant to the Scheme of Arrangement between Subhadra Trade and Finance Limited (Transferee Company) and Umananda Trade and Finance Limited (Transferor Company-1), Tamik Investments and Trading Limited (Transferor Company-2), Dhankari Investments Limited (Transferor Company-3), TOFSL Trading And Investments Limited (Transferor Company-4), The Engineering and Technical Services Limited (Transferor Company-5), Accurate Traders Limited (Transferor Company-6) and Kamenji Upaskar Limited (Transferor Company-7) and their respective shareholders and creditors, providing for amalgamation of the Transferor Companies-1 to 6 with the Transferee Company and for demerger of 'Investment business' from Transferor Company-7 and its transfer and vesting in the Transferee Company ("Scheme") under the applicable provisions of the Companies Act, 1956/2013, which has been approved by the National Company Law Tribunal, Allahabad on 23rd March, 2017, all the investments held by the Transferor Companies-1 to 6 and the Investment Business of Transferor Company-7 in the Target Company viz. Triveni Engineering & Industries Limited, without any further act or deed, stood transferred to and vested in the Transferee Company with effect from the appointed date i.e. 1st November, 2016. Consequently, the shareholding of the Transferee Company, Subhadra Trade and Finance Limited in the Target Company stood increased from 6.555% to 32.060%. Accordingly, the Transferor Companies-1 to 7 ceased to be the promoters of the Target Company.

The Scheme of Arrangement is a part of an overall consolidation strategy of the group and is expected to provide greater efficiency in operations

Note 2

Sr No	Name of Transferor Company	No. of shares held by Transferor Companies before merger	No. of shares held by Transferor Companies after merger
1	Umananda Trade and Finance Ltd	20580339	0
2	Tarnik Investments & Trading Ltd	18680527	-
3	Dhankari Investments Ltd	14049045	-
4	TOFSL Trading & Investments Ltd	5052351	-
5	The Engineering & Technical Services Ltd	1683755	-
6	Accurate Traders Ltd	648500	-
7	Kameni Upaskar Ltd	10328525	-
	Total Shares Transferred	71023042	

For Subhadra Trade and Finance Ltd



Satvinder Singh Walia

Director

Place: Noida

Date: