

Dated : 08-02-2019

<b>BSE Limited</b> Department of Corporate Services, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Script Code: 533655	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex Bandra (East) Mumbai - 400 051 Symbol : TRITURBINE
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Dear Sir/ Madam,

**Subject: Extinguishment of equity shares in connection with buyback of 66,66,666 (Sixty six lakh sixty six thousand six hundred and sixty six) fully paid-up equity shares of face value of Re.1/- each of the Company at a price of Rs.150/- (Rupees One hundred and fifty only) per equity share ('Buyback') and reconciliation of the share capital of the Company**

In compliance with Regulation 11 and Regulation 24 (iv) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ("**Buyback Regulations**"), this is to inform you that the Company has extinguished/destroyed 66,66,666 fully paid up equity shares of face value of Re.1/- each.

We enclose a copy of the certificate signed by Karvy Fintech Private Limited (Registrar to the Buyback) and Walker Chandiook & Co LLP (Statutory Auditors of the Company) and the Company confirming that the above equity shares were extinguished/destroyed in compliance with the Buyback Regulations.

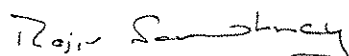
The reconciliation of share capital data of the Company (pre and post extinguishment) is as furnished below:

Sr. No.	Particulars	No. of equity shares	equity share capital (in Rs.)
1.	Issued and paid up equity share capital (Prior to Buyback)	329972150	329972150
2.	Less: Total equity shares (Demat) Extinguished	6663121	6663121
3.	Less: Total equity shares (Physical) Extinguished	3545	3545
4.	Issued & Paid-up equity share capital (Post Buyback).	323305484	323305484

This is for your information and record.

Thanking You.

Yours faithfully,  
**For Triveni Turbine Limited**



**Company Secretary**

**Encl.: As above**

# Walker Chandiook & Co LLP

Independent Auditor's Certificate with respect to extinguishment of 66,66,666 equity shares of INR 1 each ('equity shares') bought back by Triveni Turbine Limited

The Board of Directors  
Triveni Turbine Limited  
12-A, Peenya Industrial Area,  
Bengaluru – 560058  
Karnataka, India

Walker Chandiook & Co LLP  
5th Floor, No. 65/2, Block "A",  
Bagmane Tridib, Bagmane Tech Park  
C V Raman Nagar, Bengaluru 560093  
India

T +91 80 4243 0700  
F +91 80 4126 1228

1. This Certificate is issued in accordance with the terms of our engagement letter dated 7 February 2019 with Triveni Turbine Limited (hereinafter, the "Company")
2. The accompanying certificate of extinguishment of equity shares bought back by the Company (the "Statement") has been prepared by the Company's management in accordance with the requirements of Regulation 11 of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, (the Buy-back Regulations), read with the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 (as amended) (the Depositories and Participants Regulations). We have initialed the Statement for identification purposes only.

## Management's Responsibility

3. The preparation of the Statement in accordance with the requirement of Regulation 11 of the Buy-back Regulations, read with Depositories and Participants Regulations, including preparation and maintenance of all accounting and other relevant supporting records and documents, is solely the responsibility of the Management of the Company. This responsibility includes the design, implementation and maintenance of the internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Management is also responsible for:
  - a. Ensuring that the equity shares and the securities certificates which were bought back have been extinguished and destroyed within seven days of expiry of buy-back period in accordance with the requirements of Regulation 11 of the Buy-Back Regulations read with Depositories and Participants Regulations;
  - b. Obtaining confirmation from the National Securities Depository Limited (NSDL) regarding extinguishment of the equity shares bought back which were in dematerialised form; and
  - c. Ensuring compliance with the other requirements relating to extinguishment of equity shares bought back in accordance with the requirements of Regulation 11 of the Buy-back Regulations read with Depositories and Participants Regulations.

## Auditor's Responsibility

5. Pursuant to the requirement of the Regulations 11(iii) of Buy-Back Regulations, it is our responsibility to provide reasonable assurance that the particulars contained in the Statement, are on the basis of relevant records and documents maintained and obtained by the Company, which have been furnished to us for the purpose and are in accordance with the requirements of Regulations 11(i) of the Buy-Back Regulations.



# Walker Chandniok & Co LLP

6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (‘the Guidance Note’), issued by the Institute of Chartered Accountants of India (‘the ICAI’). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.
8. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matter stated in paragraph 5 above. The procedures selected depend on the auditor’s judgment, including the assessment of the risks associated with the aforesaid matter. We have performed the following procedures in relation to the aforesaid matter:
  - a) Obtained the share extinguishment confirmation obtained by the Company from NSDL;
  - b) Verified that the number of equity shares extinguished by NSDL tallies with the equity shares debited in the depository account number IN301549 - 57818518 opened and maintained by the Company with HDFC Bank Limited;
  - c) Verified that all bought back equity shares in physical form as specified in the accompanying Statement are extinguished or physically destroyed in the presence of us as well as Karvy Fintech Private Limited (the ‘Registrar’);
  - d) Examined the minutes of the meeting wherein the resolution was passed by the Board of Directors of the Company relating to extinguishment of shares which were bought-back; and
  - e) Obtained appropriate representations from the Management of the Company.

## Opinion

9. Based on our examination as above and the information and explanations given to us, along with the representations provided by the Management, in our opinion, particulars furnished by the Company in the Statement are in agreement with the relevant records and documents obtained and maintained by the Company as on the date of the certificate, and the extinguishment is in compliance and in accordance with the requirements of Regulation 11(i) of the Buy-Back Regulations.

## Restriction on Distribution or Use

10. Our work was performed solely in connection with the extinguishment of equity shares bought back by the Company in accordance with the requirements of Regulation 11 of Buy-Back Regulations read with Depositories and Participants Regulations. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have as auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company.

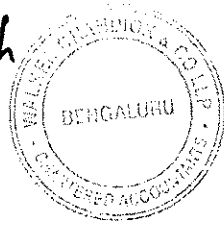


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11. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the requirements of Regulations 11(iii) of the Buy-Back Regulations and for the purpose of submission to Securities Exchange Board of India, Bombay Stock Exchange Limited and National Stock Exchange Limited. Accordingly, this certificate may not be suitable for any other purpose and should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For Walker Chandiok & Co LLP  
Chartered Accountants  
Firm Registration No: 001076N/N500013

*Vijay V Singh*



Vijay Vikram Singh  
Partner

Membership No. 059139

**UDIN No : 19059139AAAAAA2001**

8 February 2019

Bengaluru



TRIVENI TURBINE LIMITED

(Formerly Triveni Retail Ventures Limited)

CORPORATE OFFICE

8<sup>th</sup> Floor, Express Trade Towers, 15-16, Sector-16A, Noida - 201301, U.P., India

T: +91 120 4308000 | F: +91 120 4311010-11

W: www.triveniturbines.com

**STATEMENT OF EXTINGUISHMENT OF EQUITY SHARES BY  
TRIVENI TURBINE LIMITED (the "Company")**

The certificate issued is being issued in compliance of with requirements of Regulation 11 of Securities Exchange Board of India (Buy-back of Securities) Regulations, 2018.

Pursuant to the Public Announcement dated December 15, 2018, which was published on December 17, 2018, and the Letter of Offer dated January 8, 2019, the tendering period for the Buyback opened on January 14, 2019 and closed on January 25, 2019 ("Tendering Period"). The company bought back 66,66,666 equity shares of ₹1/- each fully paid-up, from its existing shareholders, through tender offer route at ₹ 150/- per equity share. The following are the details of the equity shares bought back by the Company during the Tendering Period and destroyed/ extinguished:

**A. EQUITY SHARES IN DEMATERIALISED FORM:**

Name of the Depository	Name of Depository Participant and DP ID No.	Company's Client ID No.	Date of extinguishment	No. of equity shares extinguished
National Securities Depository Limited -- NSDL	HDFC Bank Limited IN301549	57818518	05-02-2019	66,63,121

**B. EQUITY SHARES IN PHYSICAL FORM:**

Sr. No.	Date of extinguishment	Folio No.	No. of equity shares extinguished	Certificate Nos.	Distinctive Nos.
1.	05-02-2019	As per Annexure – I			
<b>TOTAL</b>			<b>3,545</b>		

**C. TOTAL NUMBER OF EQUITY SHARES EXTINGUISHED/ DESTROYED (A+B):**

Total number of equity shares extinguished/destroyed (A+B) - 66,66,666 equity shares

It is certified that the above equity shares of the Company were extinguished and/ or physically destroyed in compliance with and according to the provisions of Regulation 11(i) of the Securities Exchange Board of India (Buy-back of Securities) Regulations, 2018.

For Triveni Turbine Limited

Mr. Dhruv M. Sawhney  
Chairman & Managing  
Director

DIN: 00102999

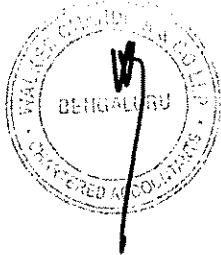
Mr. Tarun Sawhney  
Director

DIN: 00382878

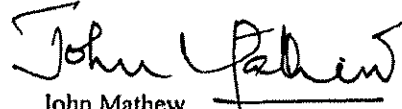
Mr. Rajiv Sawhney  
Company Secretary

Membership No. A8047

The Statutory Auditors, Walker Chandio & Co LLP, Chartered Accountants and the Registrar to the Buyback, Karvy Fintech Private Limited have initialed this certificate for identification purpose only.



For Karvy Fintech Private Limited

  
John Mathew  
Manager- Corporate Registry



Enclosed:

1. Confirmation letter dated 06-02-2019 from NDSL for extinguishment of equity shares in the dematerialised form; and
2. Annexure - 1

# National Securities Depository Limited



Ref: II/CA/COM/06389/2019

February 06, 2019

Mr. Rajiv Sawhney  
Company Secretary  
Triveni Turbine Ltd.  
Express Trade Towers  
8th Floor  
15-16, Sector 16-A  
Noida - 201301

## Sub : Buy-back (tender offer)

Dear Sir,

As per the corporate action(s) executed by your R&T Agent/Registry Division viz; Alankit Assignments Limited, Equity Shares were credited/debited to the account(s) in the NSDL system, details of which are given below :

<i>ISIN</i>	<i>ISIN Description</i>	<i>D/C</i>	<i>Records</i>	<i>Quantity</i>	<i>Execution Date</i>
INE152M01016	TRIVENI TURBINE LIMITED EQ	Debit	1	6,663,121.000	05/Feb/2019

You may contact your R&T Agent/ Registry Division for further details in this regard.

Yours faithfully,

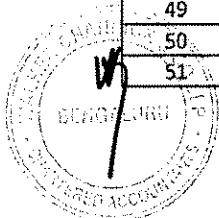
**Rakesh Mehta**  
Asst.Vice President

Digitally Signed By  
Name: RAKESH MAHASUKHLAL MEHTA  
Date:06/02/2019 12:56:34  
Reason: Authentication  
Location: NSDL,Mumbai

Triveni Turbine Limited  
Equity Shares in physical form to be Cancelled and physically destroyed

Annexure - 1

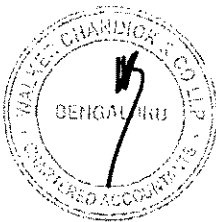
Sr.No.	Date of extinguishment	Folio No	No of equity shares extinguished	Certificate No	Distinctive no of equity shares from	Distinctive no of equity shares to
1	05.02.2019	2962	333	2982	74687021	74687353
2	05.02.2019	383	1	2985	72000201	72000201
3	05.02.2019	384	1	2987	72000203	72000203
4	05.02.2019	385	1	2989	72000205	72000205
5	05.02.2019	386	1	2991	72000207	72000207
6	05.02.2019	387	1	2993	72000209	72000209
7	05.02.2019	388	1	2995	72000211	72000211
8	05.02.2019	389	1	2997	72000213	72000213
9	05.02.2019	390	1	2999	72000215	72000215
10	05.02.2019	391	1	3001	72000217	72000217
11	05.02.2019	392	1	3003	72000219	72000219
12	05.02.2019	393	1	3005	72000221	72000221
13	05.02.2019	394	1	3007	72000223	72000223
14	05.02.2019	395	1	3009	72000225	72000225
15	05.02.2019	396	1	3011	72000227	72000227
16	05.02.2019	397	1	3013	72000229	72000229
17	05.02.2019	398	1	3015	72000231	72000231
18	05.02.2019	399	1	3017	72000233	72000233
19	05.02.2019	400	1	3019	72000235	72000235
20	05.02.2019	401	1	3021	72000237	72000237
21	05.02.2019	402	1	3023	72000239	72000239
22	05.02.2019	403	1	3025	72000241	72000241
23	05.02.2019	404	1	3027	72000243	72000243
24	05.02.2019	405	1	3029	72000245	72000245
25	05.02.2019	407	1	3031	72000247	72000247
26	05.02.2019	408	1	3033	72000249	72000249
27	05.02.2019	1870	1	911	72000783	72000783
28	05.02.2019	1871	1	912	72000784	72000784
29	05.02.2019	1898	1	970	72000842	72000842
30	05.02.2019	1899	1	971	72000843	72000843
31	05.02.2019	1900	1	972	72000844	72000844
32	05.02.2019	1901	1	975	72000847	72000847
33	05.02.2019	373	1	332	72000276	72000276
34	05.02.2019	925	1	931	72000803	72000803
35	05.02.2019	926	1	932	72000804	72000804
36	05.02.2019	927	1	933	72000805	72000805
37	05.02.2019	928	1	934	72000806	72000806
38	05.02.2019	929	1	935	72000807	72000807
39	05.02.2019	930	1	936	72000808	72000808
40	05.02.2019	931	1	937	72000809	72000809
41	05.02.2019	932	1	938	72000810	72000810
42	05.02.2019	933	1	939	72000811	72000811
43	05.02.2019	934	1	940	72000812	72000812
44	05.02.2019	935	1	941	72000813	72000813
45	05.02.2019	936	1	942	72000814	72000814
46	05.02.2019	937	1	943	72000815	72000815
47	05.02.2019	938	1	944	72000816	72000816
48	05.02.2019	939	1	945	72000817	72000817
49	05.02.2019	940	1	946	72000818	72000818
50	05.02.2019	941	1	947	72000819	72000819
51	05.02.2019	942	1	948	72000820	72000820



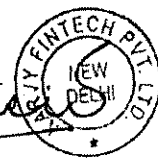
*John Patrick*  
TECH PVT. LTD.  
NEW DELHI



52	05.02.2019	943	1	949	72000821	72000821
53	05.02.2019	2958	1	915	72000787	72000787
	05.02.2019	2958	1	919	72000791	72000791
	05.02.2019	2958	1	920	72000792	72000792
	05.02.2019	2958	1	922	72000794	72000794
	05.02.2019	2958	1	923	72000795	72000795
	05.02.2019	2958	1	925	72000797	72000797
	05.02.2019	2958	1	926	72000798	72000798
	05.02.2019	2958	1	929	72000801	72000801
	05.02.2019	2958	1	952	72000824	72000824
	05.02.2019	2958	1	962	72000834	72000834
	05.02.2019	2958	1	963	72000835	72000835
	05.02.2019	2958	1	964	72000836	72000836
	05.02.2019	2958	1	976	72000848	72000848
	05.02.2019	2958	1	977	72000849	72000849
	05.02.2019	2958	1	979	72000851	72000851
54	05.02.2019	409	1	3035	72000255	72000255
55	05.02.2019	412	1	3037	72000259	72000259
56	05.02.2019	411	1	3039	72000257	72000257
57	05.02.2019	413	1	3041	72000261	72000261
58	05.02.2019	414	1	3043	72000263	72000263
59	05.02.2019	415	1	3045	72000265	72000265
60	05.02.2019	416	1	3047	72000267	72000267
61	05.02.2019	417	1	3049	72000269	72000269
62	05.02.2019	418	1	3051	72000271	72000271
63	05.02.2019	419	1	3053	72000273	72000273
64	05.02.2019	420	1	3055	72000275	72000275
65	05.02.2019	1895	1	967	72000839	72000839
66	05.02.2019	1896	1	968	72000840	72000840
67	05.02.2019	911	1	917	72000789	72000789
68	05.02.2019	912	1	918	72000790	72000790
69	05.02.2019	150	59	3056	78452746	78452804
70	05.02.2019	146	653	3058	78421606	78422258
71	05.02.2019	189	266	3060	78466283	78466548
72	05.02.2019	149	740	3062	78451356	78452095
73	05.02.2019	126	177	3064	76051296	76051472
74	05.02.2019	2948	894	3066	78419536	78420429
75	05.02.2019	141	319	3068	78332151	78332469
76	05.02.2019	2957	23	3070	78455246	78455268



John Yaltrick



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