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REF:TEIL:SE:

Date: 27<sup>th</sup> May, 2024

BSE Limited P.J. Tower, Dalal Street, Fort, MUMBAI - 400 001 Thru: BSE Listing Centre	National Stock Exchange of India Ltd., Exchange Plaza, Bandra-Kurla Complex, Bandra (E), MUMBAI - 400 051 Thru: NEAPS
<b>STOCK CODE: 532356</b>	<b>STOCK CODE: TRIVENI</b>
<b>Sub: Annual Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March, 2024</b>	

Dear Sirs,

In terms of Regulation 24A of SEBI (LODR) Regulations, 2015, we enclose herewith Annual Secretarial Compliance Report of the Company for the financial year ended 31<sup>st</sup> March, 2024 issued by M/s Suresh Gupta & Associates, Company Secretaries.

You are requested to kindly take the same on your record.

Thanking you,

Yours faithfully,

**For Triveni Engineering & Industries Ltd.**



**GEETA BHALLA**

Group Vice President &

Company Secretary

M.No.A9475

Encl: As above

# SURESH GUPTA & ASSOCIATES

## COMPANY SECRETARIES

204, Silver Complex, A-73, Opp. Metro Pillar No. 60, Near Nirman Vihar Metro Station,  
Laxmi Nagar, Delhi-110092  
Mob. 9312257002, Ph. 011-43061664, Mail: [sureshguptacs@gmail.com](mailto:sureshguptacs@gmail.com), [www.sureshgupta.in](http://www.sureshgupta.in)

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### SECRETARIAL COMPLIANCE REPORT

of

**Triveni Engineering & Industries Limited**

*(For the year ended 31<sup>st</sup> March, 2024)*

We, Suresh Gupta and Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by **Triveni Engineering & Industries Limited** (hereinafter referred to as “the listed entity”);
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2024 (“**Review Period**”) in respect of compliance with the provisions of ;

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”).

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

\*(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

\*(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

\*(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

\*(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

(f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

\*No event took place under these Regulations during the Review Period.

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

<b>Sr.No</b>	<b>Compliance Requirement (Regulations/circulars/ guidelines including specific clause) (1)</b>	<b>Regulation/ Circular No. (2)</b>	<b>Deviations (3)</b>	<b>Action Taken by (4)</b>
<b>NONE</b>				

<b>Type of Action (5)</b>	<b>Details of Violation (6)</b>	<b>Fine Amount (7)</b>	<b>Observations/ Remarks of the Practicing Company Secretary (8)</b>	<b>Management Response (9)</b>	<b>Remarks (10)</b>
<b>NONE</b>					

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

<b>Sr.No</b>	<b>Observations/Remarks of the Practicing Company secretary in the previous reports (1)</b>	<b>Observations made in secretarial compliance report for the year ended March 31, 2023. (2)</b>	<b>Compliance Requirement (Regulations / circulars/ guidelines including specific clause) (3)</b>
<b>Not Applicable</b>			

<b>Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity (4)</b>	<b>Remedial actions, if any, taken by the listed entity (5)</b>	<b>Comments of the PCS in the actions taken by the listed entity (6)</b>
<b>Not Applicable</b>		

(c) We hereby further report that during the Review Period the compliance status of the listed entity with the following requirements:

Sl. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<b>Secretarial Standard</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	None
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/ guidelines issued by SEBI.</li> </ul>	Yes  Yes	None  None
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>The Company is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website</li> </ul>	Yes  Yes  Yes	None
4.	<b>Disqualification of Director:</b> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	None of the subsidiary is material subsidiary. However, the company has complied with requirements with respect to other subsidiaries,

6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	None
7.	<b>Performance Evaluation :</b> The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	None
8.	<b>Related Party Transactions:</b> (a) The Company has obtained prior approval of Audit Committee for all Related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	None
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along-with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6)SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges(including under the Standard Operating Procedures issued by SEBI through various circulars)under SEBI Regulations and circulars/guidelines issued thereunder	Yes	None
12.	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the	NA	There were no such circumstances. Further, none of the subsidiary of listed entity is material Subsidiary.

	Master Circular on compliance with the provisions of the LODR Regulations by listed entities.		
13.	<b>No Additional Non-compliances observed:</b> No additional non-compliance observed for any of the SEBI regulation / circular / guidance note etc.	Yes	None

*\*Observations /Remarks by PCS are mandatory, if the Compliance status is provided as 'No' or 'NA'*

#### **Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Suresh Gupta & Associates  
Company Secretaries




Suresh Gupta  
(Proprietor)  
FCS No.:5660  
CP No.:5204  
Peer Review Cert. No. 740/2020  
UDIN: F005660F000378307

*Date : 20.05.2024*  
*Place: Noida*