

REF: TEIL:SE:

Date: 12<sup>th</sup> December, 2022

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001  Scrip Code: 532356	<b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1, Block G Bandra Kurla Complex Bandra (E) Mumbai - 400 051  Symbol: TRIVENI, Series: EQ
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Dear Sir/Madam,

**Subject: Result of postal ballot by remote e-voting process**

This is in furtherance of our intimation letter dated November 11, 2022, enclosing a copy of the postal ballot notice ("**Postal Ballot Notice**") seeking the approval of members for the buyback of fully paid-up equity shares of Triveni Engineering & Industries Limited (the "**Company**") having a face value of INR 1/- (Indian Rupee One Only) ("**Equity Shares**" and such buyback the "**Buyback**").

We further inform that pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended, the Company conducted the postal ballot as set out in the Postal Ballot Notice dated November 11, 2022.

Remote e-voting ended at 5:00 p.m. (IST) on Sunday, December 11, 2022, post which the scrutinizer submitted his report on the results of the postal ballot. Based on the report of the Scrutinizer, we hereby inform that the members of the Company have duly passed the special resolution approving the Buyback.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we are submitting herewith the details of the voting results and the Scrutinizer's Report in this behalf.

The voting results and the Scrutinizer's Report will also be available on the Company's website [www.trivenigroup.com](http://www.trivenigroup.com).

We request you to take the above information on record.

Thanking You,

Yours faithfully,  
For Triveni Engineering & Industries Limited



**Geeta Bhalla**  
Group Vice President &  
Company Secretary  
M.No.A9475

Enclosed: As above

**A) DETAILS OF THE VOTING RESULT BY POSTAL BALLOT PROCESS PURSUANT TO REGULATION 44(3) OF LISTING REGULATIONS**

S. No.	Particulars	Details
1)	Date of the Postal Ballot Notice	November 11, 2022
2)	Total number of shareholders on cut-off date	95963 as on cut-off date i.e., Friday, November 4, 2022
3)	Special Resolution	Approval for Buyback of Equity Shares
4)	Mode of voting	Remote e-voting
5)	No. of shareholders present in the meeting either in person or through proxy:  Promoters and Promoter Group: Public:	Not applicable
6)	No. of Shareholders attended the meeting through Video Conferencing  Promoters and Promoter Group: Public	Not applicable

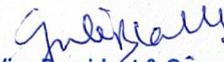
**B) RESULTS OF THE MEETING**

Sr. No.	Agenda	Resolution required	Mode of Voting	Remarks
1.	Approval for Buyback of Equity Shares	Special	Remote e-voting	Passed with requisite majority

Company Name	TRIVENI ENGINEERING & INDUSTRIES LIMITED
Date of the AGM/EGM	Not Applicable - Resolution Passed by Postal Ballot through remote E-voting
Total number of shareholders on cut-off date i.e 04-11-2022	95963
No. of shareholders present in the meeting either in person or	Not Applicable - Resolution Passed by Postal Ballot through remote E-voting
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video	Not Applicable - Resolution Passed by Postal Ballot through remote E-voting
Promoters and Promoter Group:	
Public:	

Resolution required: (Ordinary/ Special)	SPECIAL - Buyback of equity shares of the Company up to 2,28,57,142 equity shares of Re 1/- each at a price of Rs.350/- per share for an aggregate amount not exceeding Rs. 800 crores through tender offer route on proportionate basis in accordance with SEBI (Buyback of Securities) Regulations, 2018 and Companies Act, 2013.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	165014783	165014783	100.0000	165014783	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	25908198	20280213	78.2773	20280213	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	50832129	5108778	10.0503	5106505	2273	99.9555	0.0445
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Total		241755110	190403774	78.7589	190401501	2273	99.9988	0.0012

For Triveni Engineering & Industries Ltd.

  
Group Vice President & Company Secretary

# 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)

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### Report of Scrutinizers

To,  
The Chairman  
M/s TRIVENI ENGINEERING & INDUSTRIES LIMITED  
CIN L15421UP1932PLC022174  
Corporate office: Express Trade Tower, 8th Floor  
Plot No.15-16, Sector16A  
Noida-201301 (U.P)

Dear Sir,

**Sub: Report on the Postal Ballot by Remote E-Voting process- Triveni Engineering & Industries Limited -Reg**

**Ref: Notice of Postal Ballot dated November 11, 2022.**

1. I, Suresh Gupta, Practicing Company Secretary of M/s Suresh Gupta & Associates, Company Secretaries was appointed as a Scrutinizer by the Board of Directors of **TRIVENI ENGINEERING & INDUSTRIES LIMITED** ("the Company") to conduct the postal ballot process in a fair and transparent manner in respect of special resolution for **approval for the Buyback of Equity Shares of the Company** pursuant to the Noticedated **November 11, 2022**, issued under Section 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Companies Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "**Management Rules**") and the General Circular Nos. 14/2020 dated April 8, 2020 read with Circular no 03/2022 dated May 5, 2022 and other applicable circular thereto issued from time to time by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).
2. The Company had dispatched Postal Ballot notice along with explanatory statement only on **November 11, 2022** through electronic mode to all those Members, whose e-mail address were registered with the Company or Registrar and Share Transfer Agent of the Company or with their respective Depository Participant and whose names appear in the Register of Members of the Company /List of Beneficial Owners as maintained by the Depositories as on November 04, 2022 ("cut- off date"). The Postal Ballot Notice was made available on the website of the Company, websites of Stock Exchanges i.e. BSE Ltd and National Stock Exchange of India Limited and also on the website of KFin Technologies Limited ("**KFintech**") the authorized agency appointed for providing for facilitating e-voting to enable the members to cast their votes electronically .

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## **M/s Triveni Engineering & Industries Limited.....2**

3. An advertisement was also published in all editions of Financial Express (English) and Delhi & Lucknow editions of Jansatta (Hindi) on November 12, 2022 regarding service of Postal Ballot notice to eligible members through electronic mode only specifying the period when members can cast e-voting, availability of the Postal Ballot notice on the websites of the Company, Stock Exchanges and KFintech, instructions for e-voting etc.
4. The management of the Company is responsible to ensure the compliance with requirements of the Companies Act and the Buyback Rules relating to postal ballot voting by electronic means. My responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a consolidated Scrutinizer's Report on the voting on the said special resolution based on the reports generated from the electronic voting system provided by KFintech.
5. Further to the above, I submit my report as under:
  - I. The Members of the Company holding shares as on cut-off date i.e. November 04, 2022 were entitled to vote on the resolution contained in the Postal Ballot Notice. Members were provided with the facility to cast their votes on the designated platform of KFintech viz., [www.evoting.kfintech.com](http://www.evoting.kfintech.com).
  - II. The remote e-voting commenced on Saturday November 12, 2022 at 09:00 a.m. (IST) and ended on Sunday December 11, 2022 at 5:00 p.m. (IST). Further, the remote e-voting process was monitored through the scrutinizer's secured link provided by KFintech on its designated website [www.evoting.kfintech.com](http://www.evoting.kfintech.com).
  - III. The e-voting was unblocked by me immediately after the end of e-voting period in presence of two witnesses not in the employment of the Company and e-voting report was downloaded from the website of KFintech in respect of members, who voted through e-voting.
  - IV. The particulars of remote e-voting report generated from electronic registry of KFintech have been entered in a separate Register maintained for this purpose.
  - V. The votes received electronically (remote e-voting) were duly scrutinized and the shareholding was reconciled with the Register of Members/List of Beneficial Owners of the Company as on November 04, 2022. Based on the reports generated from KFintech e-voting system, my consolidated report on the result of voting through remote e-voting in respect of passing of the SPECIAL RESOLUTION contained in the Notice dated November 11, 2022 through Postal Ballot is as under:

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**Resolution: Special Resolution**

1. Buyback of equity shares of the Company up to 2,28,57,142 equity shares of Re 1/- each at a price of Rs.350/- per share for an aggregate amount not exceeding Rs. 800 crores through tender offer route on proportionate basis in accordance with SEBI (Buyback of Securities) Regulations, 2018 and Companies Act, 2013:

a) Votes cast “in favour” of the resolution:

<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
363	190401501	99.9988

b) Votes cast “against” the resolution:

<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
13	2273	0.0012

c) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

d) Abstain votes:

Total number of members who abstained from voting	Total number of votes
3	28

Based on the aforesaid result, I report that the special resolution contained in the Notice dated **November 11th, 2022**, has been passed with the requisite majority.

6. All electronic data and relevant records relating to postal ballot will remain in my custody until the Chairperson considers, approves, and signs the minutes of Postal Ballot and same shall be handed over thereafter to the Company Secretary for safe keeping .

For Suresh Gupta & Associates  
Company Secretaries




Suresh Gupta  
(Scrutinizer)

FCS 5660, CP No. 5204

PR Cert. No: 740/2020

UDIN : F005660D002686547

Date: 12.12.2022

Place: Noida