

Compliance Report for the quarter ended March 31, 2013

Name of Issuer Company : Triveni Engineering & Industries Limited

SN	Particulars	Remarks
1	Description of the Debenture Series / Issue (Secured / Unsecured PCD / FCD / NCD)	Secured Redeemable Non-Convertible Debentures
2	Type of Issue (Private / Public / Rights)	Private Placement
3	Issue amount	Rs. 100 crore
4	Listed / Unlisted (If listed, the Exchange where listed)	Listed, National Stock Exchange
5	Coupon Rate (If revised please specify)	12.45% p.a.
6	Tenor of Issue	6 Years
7	Date of Allotment of Debentures	26th December, 2008
8	Date of credit to Demat A/c	30th December, 2008
9	Utilisation of fund raised in the debenture issue and progress of the project, if any	The funds raised through NCDs have been utilised for General Corporate Purpose as stated in the Information Memorandum dated December 15, 2008
10	Whether the debenture issued are not utilised for financing, replenishing funds or acquiring shareholding in other group companies	Not applicable
11	Confirmation on outstanding amount as on December 31, 2012	Rs.70 crore
12	Last interest payment date and amount	31st March, 2013, Rs.2,14,89,041/-
13	Next interest payment date and amount	30th June, 2013, Rs.2,17,27,808/-
14	Last repayment date and amount	26th December, 2012, Rs.30 crore
15	Next repayment date and amount	The second instalment of Principle amount of Rs. 30 crore will be due for payment on 26th December, 2013
16	Whether there has been any default in payment of interest and/or principal amount? If yes the due dates thereof	No
17	Instrument rated by	ICRA Ltd.
18	Credit rating at the time of issue	LA+
19	Present credit rating and date of change of credit rating. In case of revision, the reasons thereof and attach letter from credit rating agency indicating revision in rating.	ICRA A plus with a negative outlook. Copy of ICRA's letter dated 20.02.2013 to this effect is enclosed.
20 a)	No. of debenture holders on the date of allotment	1 (One)
20 b)	No. of debenture holders as on beginning of this quarter	1 (One)
21	Details of security created for the debentures	First pari-passu charge on the moveable assets of the Company; First pari-passu charge on the immovable assets of the Company situated in U.P., Karnataka, Gujarat & New Delhi
22	Whether any security is pending to be created for the debentures	No
23	Whether the secured Assets are insured? If yes, attach the copies thereof	Yes, copies of insurance policies already provided earlier.
24	Whether all taxes, cesses, insurance premia, any other government charges with respect to Secured assets for the issue have been paid. If No, please give details and reasons for the same	Yes
25	Whether Debenture Redemption Reserve (DRR) as per SEBI regulations and Companies Act has been maintained (if applicable). If No, please give reasons for the same	Yes
26	Whether any material change has taken place in the nature and the conduct of the business of the Issuer since the date of issue which is detrimental to the interest of debenture holders. If yes, please give details	There is no material change except as reported in the report for June 2011.
27	Whether any orders, directions, notice of court / tribunal/authority affecting or likely to affect the secured assets has been passed. If yes, please give details	Not applicable. No order, notice of court/tribunal/authority affecting or likely to affect the secured assets has been passed except as reported in June 2011.
28	Whether any major change in the composition of the Board of Directors or shareholders as defined in the Takeover Regulations which amounts to change in control of Issuer Company has occurred. If yes, please give details	No
29	Security cover as on Dec 31, 2012	2.27 (first charge holders) 1.84 (total secured term loans)



30	Whether any encumbrances have been created over the Secured Assets during this quarter. If yes, give the details	(i) 1st pari-passu charge on all the movable fixed assets of the Company in favour of Canara Bank to secure their term loan of Rs.75 crore; and (ii) 2nd pari passu charge on movable fixed assets at Mysore & Nodia and 3rd pari passu charge on movable fixed assets at Khatauli, Deoband, Ramkola, Sabitgarh, Chandanpur, Rani Nangal, Milak Narayanpur & Muzffarnagar in favour of Consortium of Bankers lead by Punjab National Bank to secure their respective additional fund and non-fund based credit facilities aggregating to Rs.96 crore.
31	In case of Secured Debentures, whether Register of Debenture Holders has been maintained with their addresses and whether the transfers and changes in ownership have been recorded. If no, please give reasons.	Yes, there has been no transfers & changes in ownership till March 31, 2013.
32	In case of Partially / Fully Convertible Debentures, whether the Debentures have been converted into Equity in accordance with the terms of issue? If no, please give reasons.	NCD, hence not applicable
33	Whether the provisions of the following laws applicable to Debentures have been complied with:	
	a) Companies Act (for all the Issuers)	Yes
	b) SEBI Model Listing Agreement (for listed issues)	Yes
	c) SEBI Listing Regulations (for all issues)	Yes
	d) ICDR Regulations (for all issuers)	Not applicable
34	In case of listed issues, whether any dividend has been declared during this quarter.	Not applicable

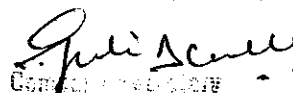
Annexure

1	Updated list of names and addresses of Debenture Holders. (In case of large list, kindly provide a CD in lieu of hard copies)	Life Insurance Corporation of India, Central Office: Investment Department, Yogakshema, Jeevan Bima Marg, Mumbai-400 021.
2	Number and nature of grievances received from Debenture Holders and time frame within which the same were resolved by the Issuer Company. Nil statement to be submitted in case of no grievances.	NIL

	Contact Details:	
a)	Name of Authorised Signatory	Ms. Geeta Bhalla
b)	E-mail Address	geeta@ho.trivenigroup.com
c)	Contact Number	0120-4308000
d)	Name and Address of R & T Agent	M/s Karvy Computershare Pvt. Ltd. Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad-500 081

I, Geeta Bhalla, Company Secretary of Triveni Engineering & Industries Ltd., do hereby certify that the above information and details are true and correct.

For Triveni Engineering & Industries Ltd


Geeta Bhalla

Geeta Bhalla
Company Secretary

Date: 15/04/2013
Place: Noida



ICRA Limited

An Associate of Moody's Investors Service

D/RAT/2012-13/T-17/7

February 20, 2013

Mr Suresh Taneja
Vice President & CFO
Triveni Engineering & Industries Limited
Express Trade Towers, 8th Floor
15-16, Sector – 16 A
Noida – 201301

Certified to be true copy
For Triveni Engineering & Industries Ltd

[Signature]
Company Secretary

Dear Sir,

Re: ICRA Credit Rating for Rs 70 Crore NCD Programme of Triveni Engineering & Industries Limited (instrument details in Annexure)

As you would be aware, in terms of the mandate letter received from the clients, ICRA is required to review all its ratings, on an annual basis, or as and when the circumstances so warrant.

The Rating Committee of ICRA, after due consideration of the latest development in your company, has reaffirmed the rating of your non-convertible debenture (NCD) programme at [ICRA]A+ (pronounced as ICRA A plus). The outlook for the long term rating is Negative. Instruments with [ICRA]A rating are considered to have adequate degree of safety regarding timely servicing of financial obligations. Such instruments carry low credit risk. Within this rating category, rating modifier {"+" (plus)} can be used with the rating symbol. The modifier reflects the comparative standing within the rating category.

ICRA reserves the right to suspend, withdraw or revise the above rating at any time on the basis of new information or unavailability of information or such other circumstances, which ICRA believes, may have an impact on the rating assigned to you.

The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold the instruments issued by you.

You are required to forthwith inform us about any default or delay in repayment of interest or principal amount of the instrument rated, as above, or any other debt instruments/ borrowing. You are also required to keep us forthwith informed of any other developments which may have a direct or indirect impact on the debt servicing capability of the company including any proposal for re-schedulement or postponement of the repayment programmes of the dues/ debts of the company with any lender(s) / investor(s).

[Signature]

[Signature]

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Tower A, DLF Cyber City
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RATING • RESEARCH • INFORMATION



You are required to inform us immediately as and when the borrowing limit for the instrument rated, as above, or as prescribed by the regulatory authority (ies) is exceeded.

We thank you for your kind cooperation extended during the course of the rating exercise. Please let us know if you need any clarification.

With kind regards,

Yours sincerely,
for ICRA Limited

Sabyasachi Majumdar
Senior Vice President

Siddhartha Kaushik
Analyst



Annexure

Instrument	Amount Outstanding (Rs Crore)	Rating
Non Convertible Debenture	70.00	[ICRA]A+ (Negative)
Total	70.00	