



SIR SHADILAL ENTERPRISES LIMITED

A *Triveni* Company

Regd. Office : A-44, Hosiery Complex, Phase-II Extension, Nepz Post Office,
Gautam Buddha Nagar, Noida-201 305, U.P.

Noida Office : 8th Floor, Express Trade Towers, 15-16, Sector - 16A, Noida - 201301, U.P.

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CIN: L51909UP1933PLC146675

NOTICE OF THE MEETING OF THE EQUITY SHAREHOLDERS OF SIR SHADI LAL ENTERPRISES LIMITED CONVENED AS PER DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, ALLAHABAD BENCH

| MEETING | |
|---|--|
| Day | Sunday |
| Date | 30th November 2025 |
| Time | 10:00 A.M. (IST) |
| Cut-off date for sending the Notice to eligible shareholders | 17th October, 2025 |
| Cut-off date for determining eligibility for e-voting | Sunday, 23rd November, 2025 |
| Remote e-voting start date and time | Wednesday, 26th November, 2025 at 9:00 A.M. (IST) |
| Remote e-voting end date and time | Saturday, 29th November, 2025 at 5:00 P.M. (IST) |
| Mode of Meeting | As per the directions of the Hon'ble National Company Law Tribunal, Allahabad Bench, the Meeting shall be conducted through Video Conferencing |

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The Notice of the Meeting, Explanatory Statement and Annexures **1 to 21** constitute a single and complete set of documents and should be read in conjunction with each other, as they form an integral set of documents.

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

BENCH AT ALLAHABAD

COMPANY APPLICATION (CAA) No. 29 /ALD/2025

[Under sections 230-232 of the Companies Act, 2013]

IN THE MATTER OF:

TRIVENI ENGINEERING & INDUSTRIES LIMITED

AND

SIR SHADI LAL ENTERPRISES LIMITED

AND

TRIVENI POWER TRANSMISSION LIMITED

AND IN THE MATTER OF:

COMPOSITE SCHEME OF ARRANGEMENT AMONGST THE APPLICANT COMPANIES AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS.

1. TRIVENI ENGINEERING & INDUSTRIES LIMITED

having its Registered Office at:

A-44, Hosiery Complex, Phase-II Extension,

Gautam Buddha Nagar,

Noida - 201305, Uttar Pradesh, India

..... **Applicant Company 1/ Amalgamated Company / Demerged Company**

2. SIR SHADI LAL ENTERPRISES LIMITED

having its Registered Office at:

A-44, Hosiery Complex, Phase II Extension,

Nepz Post Office, Gautam Buddha Nagar,

Noida - 201305, Uttar Pradesh, India.

.....**Applicant Company 2/ Amalgamating Company**

3. TRIVENI POWER TRANSMISSION LIMITED

having its Registered Office at:

A-44, Hosiery Complex, Phase II Extension,

Nepz Post Office, Gautam Buddha Nagar,

Noida - 201305, Uttar Pradesh, India.

..... **Applicant Company 3/ Resulting Company**

..... **APPLICANT COMPANIES**

NOTICE OF MEETING OF THE EQUITY SHAREHOLDERS OF SIR SHADI LAL ENTERPRISES LIMITED CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, ALLAHABAD BENCH.

To,

The Equity Shareholders of Sir Shadi Lal Enterprises Limited

1. Notice is hereby given that by an order dated 17th October, 2025 (the “**Order**”), passed in the captioned matter, the Allahabad Bench of the Hon’ble National Company Law Tribunal (“**NCLT**” or “**Tribunal**”) has directed, *inter alia*, that a meeting of the equity shareholders of **Sir Shadi Lal Enterprises Limited** (“**Applicant Company 2**” or “**Amalgamating Company**”) be convened and held on **Sunday, 30th November, 2025 at 10:00 A.M. (IST)** (“**Tribunal Convened Meeting**” or “**Meeting**”), through video conferencing (“**VC**”), for the purpose of considering, and if thought fit, approving with or without modification, the proposed Composite Scheme of Arrangement amongst Triveni Engineering & Industries Limited (“**Applicant Company 1** or **Amalgamated Company**”), Sir Shadi Lal Enterprises Limited (“**Applicant Company 2**” or “**Amalgamating Company**”) and Triveni Power Transmission Limited (“**Applicant Company 3**” or “**Resulting Company**”) and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 (“**Act**”) (“**Scheme**”). The deemed venue for the Meeting shall be the Registered Office of Applicant Company 2 at A-44, Hosiery Complex, Phase-II Extension, Gautam Buddha Nagar, Nepz Post Office Noida - 201305, Uttar Pradesh, India.
2. Pursuant to the said Order, the Hon’ble Tribunal has directed that the Meeting will be held through VC, in compliance with the provisions of the Act, along with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and operating procedures referred to circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time, the latest one being General Circular No. 03/2025 dated September 22, 2025 (“**MCA Circulars**”), provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) read with Securities and Exchange Board of India Master Circular dated June 20, 2023 bearing reference No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 (“**SEBI Scheme Circular**”) and any other applicable circulars issued by Securities and Exchange Board of India (“**SEBI**”) and the Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India (“**SS-2**”), each as amended and restated from time to time.
3. The Scheme, if approved by the equity shareholders of Applicant Company 2 prescribed under Section 230(6) of the Act read with the Listing Regulations, the SEBI Scheme Circular and other applicable circulars issued by SEBI, if any, will be subject to subsequent approval of the Hon’ble Tribunal and such other approvals, permissions and sanctions from any other regulatory or statutory authority(ies), as may be deemed necessary.
4. The Company has engaged the services of KFin Technologies Ltd (“**KFintech**”) for the purpose of providing the facility of remote e-voting prior to the Meeting and e-voting during the Meeting. The equity shareholders may refer to the ‘Notes’ to this Notice for further details on remote e-voting prior to the Meeting and e-voting at the Meeting.
5. The Hon’ble Tribunal has appointed Subrata Kumar Dash, the undersigned, to be the Chairperson and Mr. Saumyam Krishna, to be the Co-Chairperson for the Meeting and Mr. Ankit Kumar Singh as the Scrutinizer to scrutinize the remote e-voting process before the Meeting as well as e-voting during the Meeting, to scrutinize the entire e-voting process in a fair and transparent manner.
6. The equity shareholders shall have the facility and option of voting on the Resolution for approval of the Scheme by casting their votes (a) through e-voting available at the Meeting to be held through VC; or (b) through remote e-voting during the period commencing as stated below:

| REMOTE E-VOTING | |
|--|---|
| Commencement of remote e-voting | Wednesday, 26th November, 2025 at 9:00 A.M. (IST) |
| Conclusion of remote e-voting | Saturday, 29th November, 2025 at 5:00 P.M. (IST) |

The remote e-voting module shall be disabled on Saturday 29th November, 2025 at 5:00 P.M. by KFintech for voting thereafter. Equity shareholders of Applicant Company 2 whose names are recorded in the Register of Members of Applicant Company 2 or in the Register of Beneficial Owners maintained by the Depositories (such shareholders holding shares either in physical form or in electronic form) as of 23rd November 2025 (“**Cut-off Date**”), may cast their vote by remote e-voting.

7. Once the vote on a resolution is cast by the equity shareholders, the equity shareholders shall not be allowed to change it subsequently. The voting rights of the equity shareholders shall be in proportion to their share in the paid-up equity share capital of Applicant Company 2 as on the close of business hours on the Cut-off Date. A person who is not an equity shareholder as on the Cut-off Date, should treat the Notice for information purposes only.
8. The Statement under Section(s) 102, 230 to 232 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Listing Regulations, SEBI Scheme Circular and other applicable circulars issued by SEBI, along with a copy of the Scheme and other Annexures to the Explanatory Statement are enclosed herewith. A copy of this Notice, Explanatory Statement and Annexures to the Notice and Explanatory Statement are available on the following:
 - (a) website of Applicant Company 2 at www.sirshadilal.com
 - (b) website of KFintech at <https://evoting.kfintech.com>
 - (c) websites of the stock exchange where the equity shares of Applicant Company 2 are listed at www.bseindia.com,
 - (d) website of SEBI at www.sebi.gov.in.
9. The equity shareholders desirous of obtaining physical copies of the said Notice, the Explanatory Statement and Annexures to the Notice and Explanatory Statement, free of charge, may send a request at shares@ssel.trivenigroup.com. A copy of the Scheme along with the Explanatory Statement can be obtained free of charge, between 10:00 A.M. and 5:00 P.M. (IST) on any day (except Saturday, Sunday and public holidays) up to one day prior to the date of the Meeting from the Registered or Corporate Office of Applicant Company 2. Alternatively, a request for obtaining an electronic or soft copy of the Notice may be made by sending an email along with details of your shareholding in Applicant Company 2 at shares@ssel.trivenigroup.com.
10. The equity shareholders are requested to consider, and if thought fit, to pass with requisite majority the following Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013 and the rules, regulations, circulars and notifications issued thereunder (including any statutory modification or re-enactment thereof), including the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, master circular no. SEBI/HO/CFD/POD-2/P/ CIR/2023/93 dated June 20, 2023 issued by the Securities and Exchange Board of India (“**SEBI**”) (as amended from time to time) (“**SEBI Scheme Circular**”) or any other circulars / guidelines issued by SEBI applicable to schemes of arrangement from time to time, as applicable, and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of Sir Shadi Lal Enterprises Limited (the “**Company**”), and subject to the approval of the Allahabad Bench of the Hon’ble National Company Law Tribunal (“**NCLT**”) and approvals of any other relevant statutory or regulatory authorities as may be required, and subject to such conditions and modifications as may be prescribed or imposed by the Allahabad Bench of the NCLT, or by any statutory

or regulatory authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the proposed arrangement embodied in the Composite Scheme of Arrangement amongst Triveni Engineering & Industries Limited, Sir Shadi Lal Enterprises Limited and Triveni Power Transmission Limited and their respective shareholders and creditors (“**Scheme**”) as enclosed with this notice of the convened Meeting of the shareholders, be and is hereby approved.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and / or making such adjustments in the books of accounts as considered necessary to give effect to the above Resolution and effectively implement the Scheme or any other transactions that are incidental or ancillary thereto and to accept such directions, modifications, amendments, limitations and/or conditions, if any, at any time and for any reason, which may be required and/or imposed by the Allahabad Bench of the NCLT or its appellate authority(ies) while sanctioning the arrangement embodied in the Scheme or by any regulatory or statutory authority(ies), or as may be required for the purpose of settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the Allahabad Bench of the NCLT while sanctioning the Scheme, or by any statutory or regulatory authorities, or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder, creditor, SEBI, the Allahabad Bench of the NCLT, and/or any other authority, which are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto.

RESOLVED FURTHER THAT the Board may delegate all or any of its powers herein conferred to any Director(s) and/or officer(s) of the Company to give effect to these Resolutions, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from shareholders of the Company and the equity shareholders shall be deemed to have given their approval thereto expressly by authority of these Resolutions”.

Sd/-

Subrata Kumar Dash

Chairperson appointed for the Meeting

Dated this 25th October, 2025

Registered Office: Sir Shadi Lal Enterprises Limited

A-44, Hosiery Complex, Phase-II Extension,

Nepz Post Office, Gautam Buddha Nagar,

Noida – 201305, Uttar Pradesh, India

Notes:

1. Pursuant to the Order, the Meeting of the equity shareholders of Applicant Company 2 is being conducted through VC to transact the business set out in the Notice convening this Meeting. The Meeting will be conducted in compliance with the provisions of the Act, Merger Rules, SEBI Scheme Circular read with other applicable SEBI circulars, SS-2 and in compliance with the MCA Circulars. Accordingly, the Meeting of the equity shareholders of Applicant Company 2 will be convened on **Sunday, 30th November, 2025** at 10:00 A.M. (IST), through VC for the purpose of considering, and if thought fit, approving, the Scheme.

2. Pursuant to the Order, the Meeting is being convened through VC and the requirement of physical attendance of equity shareholders has been dispensed with. In view of this, the facility for appointment of proxies by the equity shareholders under Section 105 of the Act is not available for the Meeting and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. Information in relation to accessing the Notice of the Meeting: In compliance with the Order and the MCA Circulars, the Notice of this Meeting, together with accompanying documents mentioned in the Index, is being sent through electronic mode to those equity shareholders of Applicant Company 2 whose e-mail addresses are registered with Applicant Company 2/ Depository Participant(s) (“DPs”) / Registrar and Transfer Agent (“RTA”) as on 17th October, 2025 as well as through speed/registered post. In terms of the directions contained in the Order, the Notice convening the Meeting is also being published by the Company through advertisement in the “Financial Express” in the English language (all editions) and in the “Jan Satta” (all editions) in the Hindi language, indicating the day, date and time of the Meeting.
4. Cut-Off Date for exercising voting rights: Only the registered equity shareholders of Applicant Company 2 whose names are recorded in the Register of Members of Applicant Company 2 or in the Register of Beneficial Owners maintained by the Depositories (such members holding shares either in physical form or in electronic form) as of the Cut-off Date (i.e., 23rd November, 2025) shall be entitled to exercise their voting rights on the resolution proposed in the Notice and attend the Meeting.
5. Equity shareholders may join the Meeting through VC by following the procedure as mentioned below which shall be kept open for the equity shareholders from 30 minutes before the time scheduled to start the Meeting. The joining link shall be kept open throughout the proceedings of the Meeting. The equity shareholders will be able to view the proceedings on Kfintech’s eMeetings website at <https://emeetings.kfintech.com/>.
6. The authorized representative of Corporate Members / Institutional Investors (i.e. other than individuals, HUF’s, NRI’s, etc.) appointed in pursuance of Section 113 of the Act, may attend the Meeting provided that a certified true copy of the resolution of the Board of Directors or other applicable authority document authorizing such representative to attend and vote at the Meeting shall be emailed to the Scrutinizer at cs.ankitsingh22@gmail.com with a copy marked to shares@ssel.trivenigroup.com and evoting@kfintech.com not later than 48 hours before the scheduled time of the commencement of the Meeting.
7. Quorum of the Meeting of the equity shareholders shall be 30 members attending the Meeting through VC representing not less than 10% of the total equity share capital of the Company as per the terms of the Order of the Tribunal. Further, the Order also directs that in case the quorum, as noted above for the Meeting, is not present within half an hour from the time appointed for the Meeting, the members present in the meeting shall constitute the quorum and proceedings of the meeting shall take place.
8. Subject to the receipt of requisite majority of votes in favour of the Scheme, i.e., majority of persons representing three-fourths in value of equity shareholders of Applicant Company 2 voting and casting their votes [as per Section 230(6) of the Act], the Resolution proposed in the Notice shall be deemed to have been duly passed on 30th day, of November, 2025 i.e. the date of the Meeting of the equity shareholders of Applicant Company 2 under the Act. The Scheme is conditional upon the same being approved by the public shareholders of Applicant Company 2 through e-voting in terms of part 1 (A) (10)(a) and (b) of SEBI Master Circular and Scheme shall be acted upon only if the votes cast by the public shareholders of the Applicant Company 2 in favour of the proposal are more than the number of votes cast by the public shareholders of the Applicant Company 2 against it.

9. The Notice of the Meeting indicating the instructions for the remote e-voting process can be downloaded from the www.sirshadilal.com and KFintech's website <https://evoting.kfintech.com>.
10. Equity shareholders will be provided with the facility for voting through an electronic voting system during the video conferencing proceedings at the Meeting and equity shareholders participating at the Meeting, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the Meeting. Equity shareholders who have cast their vote by remote e-voting prior to the Meeting will also be eligible to participate at the Meeting but shall not be entitled to cast their vote again on such resolutions for which the member has already cast the vote through remote e-voting.
11. The Chairperson shall, at the Meeting, at the end of discussion on the Resolution on which voting is to be held, allow voting, by use of e-voting system for all those equity shareholders who are present during the Meeting through VC but have not cast their votes by availing the remote e-voting facility. The e-voting module during the Meeting shall be disabled by KFintech for voting 15 minutes after the conclusion of the Meeting.
12. In case of joint holders attending the Meeting, only such joint equity shareholder whose name appears as the first holder in the order of names as per the Register of Members of Applicant Company 2 will be entitled to vote at the Meeting.
13. Mr. Ankit Kumar Singh, Practicing Company Secretary, Membership No.FCS-9653 /CP No.17072 has been appointed as the Scrutinizer by the NCLT to scrutinize the remote e-voting process before the Meeting as well as e-voting during the Meeting, fairly and transparently. He shall make a consolidated the Scrutinizer's report of the total votes cast in favor and against the resolution and invalid votes, if any, and submit the same to the Chairperson of the meeting within 24 hours of the conclusion of the meeting.
14. The Chairperson shall submit the result of the voting to Applicant Company 2 within 3 (three) days from the conclusion of the Meeting. The results of the meeting along with the Scrutinizer's report shall be communicated to the stock exchange on which Applicant Company 2's shares are listed, and will also be displayed on the notice board of the Registered Office of Applicant Company 2, Applicant Company 2's website at www.sirshadilal.com and the website of KFintech at <https://evoting.kfintech.com> , immediately after the results are declared.
15. **THE INSTRUCTIONS FOR EQUITY SHAREHOLDERS FOR REGISTRATION OF EMAIL ADDRESSES, REMOTE E-VOTING, VOTING DURING THE MEETING, AND JOINING THE MEETING ARE AS UNDER:**

Instructions for e-Voting:

- i. The details of the process and manner for remote e-Voting and e-Meeting through VC are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings (e-Meeting) of the Company on KFintech system to participate e-Meeting and vote at the Meeting.

Details on Step 1 are mentioned below:

I) **Login method for remote e-Voting for Individual shareholders holding securities in demat mode.**

| Type of shareholders | Login Method |
|--|---|
| <p><u>Individual Shareholders holding securities in demat mode with NSDL</u></p> | <p>1. User already registered for IDeAS facility:</p> <p>I. Visit URL: https://eservices.nsdl.com</p> <p>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsdl.com</p> <p>II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1.</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p> |

| Type of shareholders | Login Method |
|---|---|
| <p><u>Individual Shareholders holding securities in demat mode with CDSL</u></p> | <p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at</p> <p>II. https://web.cdslindia.com/myeasitoken/home/login</p> <p>Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.</p> |
| | <p>4. Using NSDL Mobile App</p> <p>By scanning the QR Code provided below Members can download the NSDL Mobile App “NSDL Speede” for seamless E-voting experience</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p> |
| <p><u>Individual Shareholder login through their demat accounts / Website of Depository Participant</u></p> | <p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option.Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p> |

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Please contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 1800 102 0990 |
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. Members whose email IDs are not registered with the Company / Depository Participant(s) will receive the above detail along with the Notice. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘**Sir Shadi Lal Enterprises Limited**’ and click on “Submit”
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the meeting through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id cs.ankitsingh22@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_ Even No.”

(B) *Members whose email IDs are not registered with the Company/Depository Participants(s) will have to follow the following process:*

The members holding shares in physical mode are therefore urged to furnish PAN, KYC by submitting the prescribed ISR Form(s), available on the website of the Company at <https://sirshadilal.com/kyc-forms.html>, duly filled up and signed by all the registered holders along with supporting documents to Company’s RTA, M/s Alankit Assignments Ltd. by any one of the following modes:

- a) Through ‘In Person Verification’ (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below:
Name Alankit Assignment Ltd.
(Unit: Sir Shadi Lal Enterprises Ltd.)
Alankit House, 4E/2 Jhandewalan Extension,
New Delhi – 110055.

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the Meeting of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the Meeting through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

- ii. Facility for joining meeting through VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.
 - iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
 - iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - v. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the meeting. E-voting during the meeting is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
 - vi. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the meeting. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the Meeting shall be treated as invalid.
 - vii. Facility of joining the meeting through VC / OAVM shall be available on first come first served basis.
 - viii. Institutional Members are encouraged to attend and vote at the meeting through VC / OAVM.
16. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 23rd November, 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
 17. The Members who wish to seek any clarifications or ask any query during the Meeting with respect to the agenda item of the Meeting may register themselves as a speaker by sending the request along with their queries in advance mentioning their name, demat account number/folio number, email id, mobile number to Applicant Company 2 email address at shares@ssel.trivenigroup.com. Only those speakers whose registration request is received till 21st November, 2025 shall be considered and allowed as speaker during the meeting. The Chairperson of the Meeting reserves the right to restrict the number of questions and/or speakers, as appropriate, depending on the availability of time, for smooth conduct of the Meeting.
 18. In case a person has become a Member of the Company after dispatch of meeting Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned above. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> , the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 19. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Ms. C Shobha Anand, at evoting@kfintech.com or call KFintech’s toll free No. 1-800-309-4001 for any further clarifications.
 20. Members who may require any technical assistance or support before or during the Meeting are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

Information At a Glance:

| S. No. | Particulars | Details |
|---------------|---|--|
| 1. | Day, Date and Time of the Meeting | Sunday, 30 th November, 2025 at 10:00 A.M. (IST) |
| 2. | Mode of Meeting | VC |
| 3. | Link to participate in the Meeting through VC | https://emeetings.kfintech.com |
| 4. | Contact details of KFintech for assistance before or during the Meeting | Ms. C Shobha Anand, at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 |
| 5. | Cut-off date for sending the Notice to eligible shareholders | Friday, 17 th October, 2025 |
| 6. | Cut-off date for determining eligibility for remote e-voting | Sunday, 23rd November, 2025 |
| 7. | Remote e-voting start date and time | Wednesday, 26th November, 2025 at 9:00 A.M. (IST) |
| 8. | Remote e-voting end date and time | Saturday, 29th November, 2025 at 5:00 P.M. (IST) |
| 9. | E-voting event number (EVEN) | 9280 |
| 10. | Registration as speaker shareholder | Till 21 st November, 2025 |
| 11. | Name, address and contact details of Registrar and Transfer Agent | Alankit Assignment Ltd. (Unit: Sir Shadi Lal Enterprises Ltd.) Alankit House, 4E/2 Jhandewalan Extension, New Delhi – 110055. Email- rta@alankit.com Contact Person : Mr. J K Singla # 011-42541234, 42542354 |

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

BENCH AT ALLAHABAD

COMPANY APPLICATION (CAA) No. 29/ALD/2025

[Under sections 230-232 of the Companies Act, 2013]

IN THE MATTER OF:

TRIVENI ENGINEERING & INDUSTRIES LIMITED

AND

SIR SHADI LAL ENTERPRISES LIMITED

AND

TRIVENI POWER TRANSMISSION LIMITED

AND IN THE MATTER OF:

**COMPOSITE SCHEME OF ARRANGEMENT AMONGST TRIVENI ENGINEERING &
INDUSTRIES LIMITED AND**

SIR SHADI LAL ENTERPRISES LIMITED AND

TRIVENI POWER TRANSMISSION LIMITED AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS.

1. TRIVENI ENGINEERING & INDUSTRIES LIMITED

[CIN L15421UP1932PLC022174], [PAN AABCT6370L], having its Registered Office at: A-44, Hosiery Complex, Phase-II Extension, Nepz Post Office, Gautam Buddha Nagar, Noida - 201305, Uttar Pradesh, India.

...Applicant Company 1/Amalgamated Company/Demerged Company

2. SIR SHADI LAL ENTERPRISES LIMITED

[CIN L51909UP1933PLC146675], [PAN AAEC3636D], having its Registered Office at: A-44, Hosiery Complex, Phase II Extension, Nepz Post Office, Gautam Buddha Nagar, Noida - 201305, Uttar Pradesh, India.

...Applicant Company 2/Amalgamating Company

3. TRIVENI POWER TRANSMISSION LIMITED

[CIN U28110UP2024PLC212958], [PAN AALCT4290M], having its Registered Office at: A-44, Hosiery Complex, Phase II Extension, Nepz Post Office, Gautam Buddha Nagar, Noida - 201305, Uttar Pradesh, India.

...Applicant Company 3/Resulting Company

[The Amalgamated Company, Amalgamating Company and the Resulting Company are herein-after collectively referred to as the "Applicant Companies"].

EXPLANATORY/ DISCLOSURE STATEMENT UNDER SECTIONS 230 AND 232 READ WITH SECTION 102 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016, SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SEBI MASTER CIRCULAR NO. SEBI/HO/CFD/POD-2/P/CIR/2023/93 DATED JUNE 20, 2023 ON BEHALF OF THE APPLICANT COMPANY 2.

1. The above-named Applicant Companies have moved a Company Application, being Company Application No. 29/ALD/2025, under sections 230-232 of the Companies Act, 2013, before the National Company Law Tribunal, Allahabad Bench, seeking various directions including, inter alia, directions for dispensation of meetings of equity shareholders, secured and unsecured creditors of the Applicant Company 3, convening of meetings of equity shareholders, secured creditors and unsecured creditors of the Applicant Company 1 and Applicant Company 2 through video conferencing, for approval of the proposed Composite Scheme of Arrangement amongst the Applicant Companies and their respective shareholders and creditors, with or without modification, and other incidental directions in connection with the above meetings. Copy of the Scheme is annexed with the Notice of the Meeting as ANNEXURE-1.

Copies of the above Company Application with annexures referred to therein including the proposed Composite Scheme of Arrangement are kept open for inspection at the respective registered offices of the Applicant Companies.

2. The Board of Directors of the Applicant Companies, after considering the recommendation of the Audit Committees (wherever applicable), Joint Valuation Report submitted by M/s Finvox Analytics and M/s SSPA & Co., Chartered Accountants, Fairness Opinion submitted by D&A Financial Services (P) Ltd, and M/s Sobhagya Capital Options Pvt. Ltd., SEBI registered Category I Merchant Bankers, as the case may be, and the reports of the Committee of Independent Directors (wherever applicable), and considering the effect of the proposed Scheme on various categories of persons specified in section 232(2)(c) of the Companies Act, 2013 (“Act”) and other relevant information and documents, in their respective meetings held on 10.12.2024, have approved the proposed Scheme. The Board of Directors of the Applicant Companies have adopted the above reports placed before them under section 232(2) (c) and have recorded their satisfaction as to the fairness of the share exchange and share entitlement ratios recommended by the valuers and accepted the same.

Applicant Company 1- The name of the then directors and their manner of voting are set out herein-below.

| Sr. No. | Name of Director | Voted in favour/ against/ did not participate or vote |
|---------|---------------------------|---|
| 1. | Mr. Dhruv M Sawhney | Voted in favour |
| 2. | Mr. Tarun Sawhney | Did not participate |
| 3. | Mr Nikhil Sawhney | Voted in favour |
| 4. | Mr Jitendra Kumar Dadoo | Voted in favour |
| 5. | Mr. Siraj Azmat Chaudhry | Voted in favour |
| 6. | Mr. Manoj Kumar Kohli | Voted in favour |
| 7. | Dr. Rajender Pal Singh | Voted in favour |
| 8. | Dr. Mrs. Meena Hemchandra | Voted in favour |

Applicant Company 2- The name of the then directors and their manner of voting are set out herein-below.

| Sr. No. | Name of Director | Voted in favour/ against/ did not participate or vote |
|----------------|----------------------------------|--|
| 1. | Mr Tarun Sawhney | Did not participate |
| 2. | Mr Vivek Viswanathan | Voted in favour |
| 3. | Mr Jitendra Kumar Dadoo | Voted in favour |
| 4. | Mr Sudipto Sarkar | Voted in favour |
| 5. | Ms Ratna Dharashree Vishwanathan | Voted in favour |

Applicant Company 3- The name of the then directors and their manner of voting are set out herein-below.

| Sl. No. | Name of Director | Voted in favour/against/did not participate or vote |
|----------------|-------------------------|--|
| 1. | Mr. Tarun Sawhney | Did not participate |
| 2. | Mr. Suresh Taneja | Voted in favour |
| 3. | Ms. Geeta Bhalla | Voted in favour |

The respective Boards also recorded their opinion that the Scheme would be beneficial to the shareholders and other stakeholders and the terms thereof are fair and reasonable.

Copies of the aforesaid resolutions dated 10.12.2024 passed by the Board of Directors of the Applicant Companies approving the Scheme are collectively annexed as **ANNEXURE -2 (Colly)**.

Copies of resolutions passed by the Board of Directors of Applicant Companies approving the Scheme and the reports under section 232(2)(c) and all other reports referred to in the above resolutions, are kept open for inspection at the respective registered offices of the Applicant Companies and the same are also hosted on the websites of the Applicant Company 1 and Applicant Company 2.

3. The Hon'ble Tribunal, vide Order dated 17.10.2025 passed on the above Company Application, has been pleased to give various directions which, inter alia, include directions dispensing the meetings of shareholders, secured and unsecured creditors of the Applicant Company 3; convening meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant Company 1 and Applicant Company 2, through video conferencing, with remote e-voting facility, for the purpose of considering, and if thought fit, approving with or without modification, the proposed Scheme of Arrangement; fixing the quorum for each of the meetings with further direction that in case the quorum is not present within half an hour from the time appointed for the meeting, the persons present in the meeting shall constitute the quorum and proceedings of the meeting shall take place. It is also directed that since the Meetings are being held through Video Conferencing, the shareholders, secured creditors and unsecured creditors of Applicant Company 2 will not be entitled to appoint proxies to participate in the meetings on their behalf. The cutoff date for preparing the list of secured and unsecured creditors of Applicant Company 2 has been fixed as 31.07.2025 for the purpose of sending notices. The cut off date is 17.10.2025 for dispatch of notice to the equity shareholders of the Applicant Company 2. The Hon'ble Tribunal has given various other directions pertaining to publication of notices in two newspapers namely Financial Express (English) in all editions and Jansatta (Hindi) in all editions, dispatch of notices, service of notices on specified authorities, etc. For conducting the meetings of the Applicant Company 2, the Hon'ble NCLT has appointed Subrata Kumar Dash as Chairperson, Mr. Saumyam Krishna as Co-Chairperson and Mr. Ankit Kumar Singh, as Scrutinizer.

The above Order is kept open for inspection at the respective registered offices of the Applicant Companies and also hosted on the websites of the Applicant Company 1 and Applicant Company 2.

4. Vide the aforesaid Order dated 17.10.2025, the Hon'ble National Company Law Tribunal, Allahabad Bench, the meetings of *inter-alia*, the Equity Shareholders, Secured Creditors and Unsecured creditors of the Applicant Company 2 have been directed to be held through video-conferencing with remote e-voting facility as per following schedule:

Meetings of Applicant Company 2 (Sir Shadi Lal Enterprises Ltd)-

- i. Equity Shareholders: On Sunday, the 30th day of November, 2025 at 10.00 am;
- ii. Secured Creditors: On Sunday, the 30th day of November, 2025 at 1.00 pm;
- iii. Unsecured Creditors: On Sunday, the 30th day of November, 2025 at 3.30 pm;

5. DETAILS OF APPLICANT COMPANY 1 (TRIVENI ENGINEERING & INDUSTRIES LTD):

(i) COMPANY DETAILS:

- | | |
|----------------------------------|---|
| (a) Name of the Company: | TRIVENI ENGINEERING AND INDUSTRIES LIMITED |
| (b) Date of Incorporation: | July 27, 1932 |
| (c) State in which incorporated: | Pre-partition Punjab |
| (d) Type of Company: | Public Limited |
| (e) CIN : | L15421UP1932PLC022174 |
| (f) PAN : | AABCT6370L |
| (g) Address of Regd. Office: | A-44, Hosiery Complex, Phase-II Extension, Nepz Post Office Gautam Buddha Nagar, Noida - 201305, Uttar Pradesh, India. |
| (h) Phone No. : | 0120-4308000 |
| (i) EMAIL : | shares@trivenigroup.com |

- (ii) Background-** Triveni Engineering & Industries Limited was incorporated under the Indian Companies Act, 1913 on July 27, 1932 as a public limited company in the name '**Ganga Sugar Corporation Limited**' in the State of pre-partition Punjab.

Pursuant to the resolution passed in terms of Section 21 of the Companies Act, 1956 and the approval of Central Government having been accorded thereto, the name of the Company was subsequently changed to '**Gangeshwar Limited**' on April 03, 1973. Thereafter, pursuant to the resolution passed in terms of Section 21 of the Companies Act, 1956 and the approval of Central Government having been accorded thereto, the name of the Applicant Company No. 1 was further changed to its present name i.e. '**Triveni Engineering & Industries Limited**' on March 31, 2000.

The registered office of the Applicant Company 1 was shifted from NCT of Delhi to the State of Uttar Pradesh, and the alteration of its Memorandum of Association in this regard was confirmed by an order of the Company Law Board (N.R.) Bench, New Delhi dated April 01, 1997 in C.P. No. 127/17/95-CLB and the said order was registered on June 20, 1997. The registered office of the Applicant Company 1 is now situated at A-44, Hosiery Complex, Phase-II Extension, Nepz Post Office, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201305.

- (iii) Objects** - The objects of the Applicant Company 1 are set out in the Objects Clause of its Memorandum of Association. For sake of brevity, the objects so stated in the Memorandum are not being reproduced. For this purpose, Memorandum of Association may be referred to.

Copy of the Memorandum and Articles of Association is kept open for inspection at the registered office of the Applicant Company 1 and also hosted on the website of the Applicant Company 1 and Applicant Company 2.

The Company is presently *inter-alia* engaged in the business of (a) manufacturing and selling of sugar; (b) production of alcohol/ethanol; (c) power cogeneration through bagasse-based cogeneration plants; (d) water treatment and wastewater management; (e) PTB (including gears and defense business segments), etc. through its plants located at U.P. and Karnataka.

(iv) Details of changes during the last five years:

(i) Name : No change

(ii) Regd. Office: No change from one state to another. However, the Regd. Office of the Applicant Company 1 was shifted from Deoband (Saharanpur), Uttar Pradesh to its present location at , Hosiery Complex, Phase II Extension, Nepz Post Office , Gautam Buddha Nagar, Noida- 201305, Uttar Pradesh with effect from 7th October, 2021.

(iii) Objects : No change

(v) Nature of the Applicant Company 1- The Company is a widely held public company and its shares are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”).

(vi) Capital structure of the Applicant Company 1-

The capital structure of the Applicant Company 1 as per its latest audited Balance Sheet as at 31st March, 2025 has been as under –

| Share Capital | Amount (in INR) |
|--|------------------------|
| Authorized capital | |
| 50,00,00,000 equity shares of INR 1/- each | 50,00,00,000 |
| 2,00,00,000 preference shares of INR 10/- each | 20,00,00,000 |
| Total | 70,00,00,000 |
| Issued share capital | |
| 21,89,05,968 equity shares of INR 1/- each | 21,89,05,968 |
| NIL preference shares of INR 10/- each | NIL |
| Subscribed and paid-up share capital | |
| 21,88,97,968 equity shares of INR 1/- each | 21,88,97,968 |
| Add: Paid-up value of 8,000 forfeited shares | 1,600 |
| NIL preference shares of INR 10/- each | NIL |
| Total | 21,88,99,568 |

There has been no change in the above capital structure after 31st March, 2025.

The equity shares of the Applicant Company 1 are listed on BSE and NSE.

(vii) Latest financial position of the Applicant Company 1 with latest auditors' report:

The summarized financial position and operating results of the Applicant Company 1 as per the latest Audited Accounts for the FY 2024-25 are given below:

FINANCIAL POSITION:

(Rs. in Crores)

| PARTICULARS | As on 31.03.2025 | Expected Post Scheme * |
|--|-------------------------|-------------------------------|
| ASSETS | | |
| Non-current assets | | |
| Property, plant and equipment | 1865.88 | 2160.40 |
| Capital work-in-progress | 31.02 | 10.40 |
| Investment property | 3.75 | 3.75 |
| Intangible assets | 2.32 | 1.15 |
| Investments | 149.32 | 140.82 |
| Trade receivables | 0.82 | 0.82 |
| Loans | 157.59 | 29.01 |
| Other financial assets | 22.98 | 21.90 |
| Deferred tax assets (net) | - | 32.87 |
| Income tax assets (net) | 11.69 | 11.69 |
| Other non-current assets | 23.92 | 8.42 |
| Total non-current assets | 2269.29 | 2421.23 |
| Current assets | | |
| Inventories | 2564.57 | 2726.86 |
| Trade receivables | 511.59 | 357.63 |
| Cash and cash equivalents | 32.32 | 37.62 |
| Bank balances other than cash and cash equivalents | 0.44 | 1.94 |
| Loans | 1.50 | 1.09 |
| Other financial assets | 13.22 | 13.26 |
| Other current assets | 286.77 | 284.34 |
| Assets held for sale | 0.31 | 0.31 |
| Total current assets | 3410.72 | 3423.05 |
| TOTAL ASSETS | 5680.01 | 5844.28 |
| EQUITY AND LIABILITIES | | |
| EQUITY | | |
| Equity share capital | 21.89 | 22.04 |
| Other equity | 3084.72 | 2943.59 |
| TOTAL EQUITY | 3106.61 | 2965.63 |
| LIABILITIES | | |
| Non-current liabilities | | |
| Borrowings | 240.22 | 328.88 |
| Lease liabilities | 8.13 | 7.27 |
| Provisions | 17.92 | 29.85 |
| Deferred tax liabilities (net) | 134.02 | 134.02 |

| PARTICULARS | As on 31.03.2025 | Expected Post Scheme * |
|--------------------------------------|-------------------------|-------------------------------|
| Other non-current liabilities | 17.89 | 15.49 |
| Total non-current liabilities | 418.18 | 515.51 |
| Current liabilities | | |
| Borrowings | 1448.89 | 1550.76 |
| Lease liabilities | 2.88 | 2.80 |
| Trade payables | 403.60 | 526.34 |
| Other financial liabilities | 94.53 | 95.44 |
| Other current liabilities | 145.21 | 115.63 |
| Provisions | 57.44 | 69.31 |
| Income tax liabilities (net) | 2.67 | 2.86 |
| Total current liabilities | 2155.22 | 2363.14 |
| TOTAL LIABILITIES | 2573.40 | 2878.65 |
| TOTAL EQUITY AND LIABILITIES | 5680.01 | 5844.28 |
| NET WORTH | 3069.03 | 2888.20 |

OPERATING RESULTS:

(Rs. in Crores)

| PARTICULARS | For FY ended on 31.03.2025 | Expected Post Scheme * |
|--|---------------------------------------|-------------------------------|
| INCOME | | |
| Revenue from operations | 6655.40 | 6440.19 |
| Other income | 44.95 | 37.62 |
| Total income | 6700.35 | 6477.81 |
| EXPENSES | | |
| Cost of materials consumed | 4082.25 | 4206.83 |
| Purchases of stock-in-trade | 27.08 | 27.08 |
| Changes in inventories of finished goods, stock-in-trade and work-in-progress | (83.11) | (230.68) |
| Excise duty on sale of goods | 1118.70 | 1118.70 |
| Employee benefits expense | 415.37 | 382.81 |
| Finance costs | 67.80 | 75.65 |
| Depreciation and amortisation expense | 120.00 | 114.73 |
| Other expenses | 614.62 | 587.40 |
| Total expenses | 6362.71 | 6282.52 |
| Profit/(loss) before tax | 337.64 | 195.29 |
| Tax expense | 89.22 | 53.45 |
| Profit/(loss) after tax | 248.42 | 141.84 |
| Other comprehensive income net of tax | (5.85) | (6.60) |
| Total comprehensive income | 242.57 | 135.24 |

*includes figures pertaining to Applicant Company 2 as included in the audited consolidated financial statements of Applicant Company 1 for the year ended March 31, 2025.

A copy of the Audited Accounts of the Applicant Company 1 for the FY 2024-25 (including consolidated financial statements) with Independent Auditors' Report is kept open for inspection at the registered office of the Applicant Company 1 and also hosted on the websites of Applicant Company 1 and Applicant Company 2.

For comprehensive picture of the financial position and operating performance of the Applicant Company 1, the financial statements of the Applicant Company 1 may be referred to.

(viii) Provisional Accounts for the period ended 30.06.2025:

The financial position and operating results of the Applicant Company 1 as per the Provisional Accounts based on limited review for the period ended 30.06.2025 is given below:

FINANCIAL POSITION:

(Rs. in Crores)

| PARTICULARS | As on 30.06.2025 |
|--|-------------------------|
| ASSETS | |
| Non-current assets | |
| Property, plant and equipment | 1852.54 |
| Capital work-in-progress | 62.46 |
| Investment property | 3.75 |
| Intangible assets | 2.40 |
| Investments | 150.21 |
| Trade receivables | 0.82 |
| Loans | 198.54 |
| Other financial assets | 24.20 |
| Income tax assets (net) | 19.71 |
| Other non-current assets | 34.23 |
| Total non-current assets | 2348.86 |
| Current assets | |
| Inventories | 1971.15 |
| Trade receivables | 518.87 |
| Cash and cash equivalents | 15.25 |
| Bank balances other than cash and cash equivalents | 0.44 |
| Loans | 1.47 |
| Other financial assets | 14.36 |
| Other current assets | 286.39 |
| Assets held for sale | 0.21 |
| Total current assets | 2808.14 |
| TOTAL ASSETS | 5157.00 |
| EQUITY AND LIABILITIES | |
| EQUITY | |
| Equity share capital | 21.89 |

| PARTICULARS | As on 30.06.2025 |
|--------------------------------------|-------------------------|
| Other equity | 3085.50 |
| TOTAL EQUITY | 3107.39 |
| LIABILITIES | |
| Non-current liabilities | |
| Borrowings | 227.24 |
| Lease liabilities | 11.13 |
| Provisions | 19.12 |
| Deferred tax liabilities (net) | 134.16 |
| Other non-current liabilities | 17.55 |
| Total non-current liabilities | 409.20 |
| Current liabilities | |
| Borrowings | 1158.32 |
| Lease liabilities | 5.61 |
| Trade payables | 153.73 |
| Other financial liabilities | 113.13 |
| Other current liabilities | 153.35 |
| Provisions | 53.59 |
| Income tax liabilities (net) | 2.68 |
| Total current liabilities | 1640.41 |
| TOTAL LIABILITIES | 2049.61 |
| TOTAL EQUITY AND LIABILITIES | 5157.00 |
| NET WORTH | 3069.49 |

OPERATING RESULTS:

(Rs. in Crores)

| PARTICULARS | For the 3 months period ended on 30.06.2025 |
|---|--|
| INCOME | |
| Revenue from operations | 1881.70 |
| Other income | 14.40 |
| Total income | 1896.10 |
| EXPENSES | |
| Cost of materials consumed | 547.17 |
| Purchases of stock-in-trade | 5.66 |
| Changes in inventories of finished goods, stock-in-trade and work-in-progress | 661.70 |
| Excise duty on sale of goods | 356.24 |
| Employee benefits expense | 103.72 |
| Finance costs | 31.59 |

| PARTICULARS | For the 3 months period ended on 30.06.2025 |
|--|--|
| Depreciation and amortisation expense | 33.10 |
| Other expenses | 156.29 |
| Total expenses | 1895.47 |
| Profit/(loss) before tax | 0.63 |
| Tax expense | 0.17 |
| Profit/(loss) after tax | 0.46 |
| Other comprehensive income net of tax | 0.33 |
| Total comprehensive income | 0.79 |

A copy of the Provisional Accounts based on limited review of the Applicant Company 1 for the 3 months' period ended on 30.06.2025 is annexed hereto as **ANNEXURE-3** and kept open for inspection at its registered office and also hosted on the websites of Applicant Company 1 and Applicant Company 2.

For comprehensive picture of the financial position and operating performance of the Applicant Company 1, the financial statements of the Applicant Company 1 may be referred to.

(ix) Names and addresses of Promoters and Directors of the Applicant Company 1 as on 30th September, 2025:

Names and addresses of Promoters:

| Sr. No. | Name | Address | Shareholding (%age) |
|----------------|------------------------------------|--|----------------------------|
| 1. | Mr Dhruv M Sawhney | 17, Sunder Nagar, New Delhi-110003 | 8.34 |
| 2. | Mrs. Rati Sawhney | 17, Sunder Nagar, New Delhi-110003 | 2.85 |
| 3. | Mr, Tarun Sawhney | 124, Golf Links, New Delhi-110003 | 5.71 |
| 4. | Mr Nikhil Sawhney | 17, Sunder Nagar, New Delhi-110003 | 5.93 |
| 5. | Mrs Tarana Sawhney | 124, Golf Links, New Delhi-110003 | 0.01 |
| 6. | Manmohan Sawhney (HUF) | 17, Sunder Nagar, New Delhi-110003 | 1.74 |
| 7. | STFL Trading and Finance Pvt. Ltd. | Regd Office- 111 , 1st Floor Ocean Complex, P-6, Sector-18, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201301 | 36.40 |
| 8. | Tarun Sawhney Trust | 124, Golf Links, New Delhi-110003 | Nil |
| 9. | Nikhil Sawhney Trust | 17, Sunder Nagar, New Delhi-110003 | Nil |

Names and Particulars of Directors:

| Sr. No. | Name with Director Identification Number (“DIN”) | Designation | Address |
|----------------|---|--|---|
| 1. | Mr Dhruv M Sawhney (00102999) | Chairman & Managing Director | 17, Sunder Nagar, New Delhi-1100 03 |
| 2. | Mr. Tarun Sawhney (00382878) | Vice Chairman & Managing Director | 124, Golf Links, New Delhi-1100 03 |
| 3. | Mr Nikhil Sawhney (00029028) | Non Executive Non-Independent Director | 17, Sunder Nagar, New Delhi-1100 03 |
| 4. | Mr Jitendra Kumar Dadoo (02481702) | Non Executive Independent Director | I-21, First Floor, Maharani Bagh, New Delhi- 110065 |
| 5. | Mr. Siraj Azmat Chaudhry (00161853) | Non Executive Independent Director | S-12B, Windsor Court, Galleria, DLF-IV, Gurugram-122009 (HR) |
| 6. | Mr Manoj Kumar Kohli (00162071) | Non Executive Independent Director | AR 609A, The Aralias, DLF Golf Links, DLF City Phase-5, Gurugram-122009 (HR) |
| 7. | Dr. Rajender Pal Singh (10198810) | Non Executive Independent Director | H.No. 7, Devsthan Marg, Sewai, Near R R International School, Post Office: Barauna, Lucknow 226002 (U.P.) |
| 8. | Dr. Mrs. Meena Hemchandra (05337181) | Non Executive Independent Director | 1095, Casa Serenita, Sobha City Apartments, Thanisandra Main Road, Bengaluru -560077 |

6. DETAILS OF APPLICANT COMPANY 2 (SIR SHADI LAL ENTERPRISES LIMITED):**(i) COMPANY DETAILS:**

- (a) Name of the Company: SIR SHADI LAL ENTERPRISES LIMITED
- (b) Date of Incorporation: 13.01.1933
- (c) State in which incorporated: Uttar Pradesh
- (d) Type of Company: Public Limited
- (e) CIN : L51909UP1933PLC146675
- (f) PAN : AA ECS3636D
- (g) Address of Regd. Office: A-44, Hosiery Complex,
Phase-II Extension, Nepz Post
Office, Gautam Buddha Nagar,
Noida - 201305, Uttar Pradesh, India.
- (h) Phone No. : 0120-4308000
- (i) EMAIL : shares@ssel.trivenigroup.com

(ii) Background - Applicant Company 2 was incorporated under the Indian Companies Act, 1913 on January 13, 1933 under the name ‘**Upper Doab Sugar Mills Limited**’, in Muzaffarnagar, State of Uttar Pradesh.

Pursuant to the resolution passed in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government having been accorded thereto, the name of the Applicant Company 2 was changed to its present name i.e. ‘**Sir Shadi Lal Enterprises Limited**’ on September 25, 1982.

The registered office of the Applicant Company 2 was shifted from the NCT of Delhi to the State of Uttar Pradesh, and the alteration of its memorandum of association in this regard having been confirmed by an order of the Regional Director bearing the date September 29, 2020 and a certified copy of the said order was registered with the Registrar of Companies-Kanpur on May 31, 2021.

(iii) Objects- The objects of the Applicant Company 2 are set out in the Objects Clause of its Memorandum of Association. For sake of brevity, the objects so stated in the Memorandum are not being reproduced. For this purpose, Memorandum of Association may be referred to. It is submitted that Clause 3(n) read with Clause 3(w) of the Memorandum of Association authorizes the Company to enter into the arrangement as provided for in the Scheme.

A copy of the Memorandum and Articles of Association of the Applicant Company 2 is available for inspection at the registered office of the Applicant Company 2 and also hosted on the websites of Applicant Company 1 and Applicant Company 2.

The Company is presently engaged in the business of manufacturing sugar and alcohol/ethanol, with two manufacturing units in Uttar Pradesh namely Upper Doab Sugar Mills at Shamli and Shamli Distillery & Chemical Works at Shamli.

(iv) Details of changes during the last five years:

(i) Name : No change

(ii) Regd. Office : Registered Office shifted from NCT of Delhi to the State of UP on September 29, 2020. Further, the registered office was shifted from Shamli, Muzaffarnagar (U.P.) to its present location at A-44, Hosiery Complex, Phase II Extension, Nepz Post Office, Gautam Buddha Nagar, Noida- 201305 (U.P.) with effect from 1st October, 2024.

(iii) Objects : No change

(v) Nature of the Applicant Company 2 - The Company is public limited company and its shares are listed on BSE. The Company is a subsidiary of Applicant Company 1 (Triveni Engineering & Industries Ltd).

(vi) Capital structure of the Applicant Company 2:

The capital structure of the Applicant Company 2 as per its latest audited Balance Sheet as at 31st March, 2025 has been as under –

| Share Capital | Amount (in INR) |
|--|---------------------|
| Authorized capital | |
| 2,00,00,000 equity shares of INR 10/- each | 20,00,00,000 |
| Total | 20,00,00,000 |

| Share Capital | Amount (in INR) |
|---|--------------------|
| Issued share capital | |
| 52,50,000 equity shares of INR 10/- each | 5,25,00,000 |
| Subscribed and paid-up share capital | |
| 52,50,000 equity shares of INR 10/- each | 5,25,00,000 |
| Total | 5,25,00,000 |

There has been no change in the above capital structure after 31st March, 2025.

The equity shares of the Applicant Company 2 are listed on BSE. The Applicant Company 2 is a subsidiary of Applicant Company 1 (Triveni Engineering & Industries Ltd) as the latter holds 61.77% shares in the Applicant Company 2.

(vii). Latest financial position of the Applicant Company 2 with latest Auditors' Report:

The summarized financial position and operating results of the Applicant Company 2 as per the latest Audited Accounts for the FY 2024-25 are given below:

FINANCIAL POSITION:

(Rs. in lakhs)

| PARTICULARS | As on 31.03.2025 | Expected Post Scheme |
|--|------------------|---|
| ASSETS | | Not Applicable as Applicant Company 2 will stand dissolved without winding up |
| Non-current assets | | |
| Property, plant and equipment | 8292.21 | |
| Capital work-in-progress | 58.15 | |
| Intangible assets | 7.13 | |
| Other financial assets | 85.87 | |
| Deferred tax assets (net) | 4297.95 | |
| Other non-current assets | 81.09 | |
| Total non-current assets | 12822.40 | |
| Current assets | | |
| Inventories | 17323.95 | |
| Trade receivables | 325.43 | |
| Cash and cash equivalents | 545.87 | |
| Bank balances other than cash and cash equivalents | 149.80 | |
| Other financial assets | 45.78 | |
| Other current assets | 351.81 | |
| Total current assets | 18742.64 | |
| TOTAL ASSETS | 31565.04 | |
| EQUITY AND LIABILITIES | | |
| EQUITY | | |
| Equity share capital | 525.00 | |

| PARTICULARS | As on 31.03.2025 | Expected Post Scheme |
|--------------------------------------|-------------------------|---------------------------------|
| Other equity | (21486.52) | |
| TOTAL EQUITY | (20961.52) | |
| LIABILITIES | | |
| Non-current liabilities | | |
| Borrowings | 21745.18 | |
| Provisions | 1193.13 | |
| Other non-current liabilities | 13.60 | |
| Total non-current liabilities | 22951.91 | |
| Current liabilities | | |
| Borrowings | 11343.15 | |
| Trade payables | 15803.71 | |
| Other financial liabilities | 2006.95 | |
| Other current liabilities | 255.19 | |
| Provisions | 146.87 | |
| Income tax liabilities (net) | 18.78 | |
| Total current liabilities | 29574.65 | |
| TOTAL LIABILITIES | 52526.56 | |
| TOTAL EQUITY AND LIABILITIES | 31565.04 | |
| NET WORTH | (20961.52) | |

OPERATING RESULTS:

(Rs. in lakhs)

| PARTICULARS | For FY ended on 31.03.2025 | Expected Post Scheme |
|---|---------------------------------------|--|
| INCOME | | Not Applicable as Applicant Company 2 will stand dissolved without winding up |
| Revenue from operations | 26834.09 | |
| Other income | 612.14 | |
| Total income | 27446.23 | |
| EXPENSES | | |
| Cost of materials consumed | 29887.56 | |
| Changes in inventories of finished goods, stock-in-trade and work-in-progress | (9072.69) | |
| Employee benefits expense | 2713.65 | |
| Finance costs | 1159.12 | |
| Depreciation and amortisation expense | 1026.56 | |
| Other expenses | 3586.36 | |
| Total expenses | 29300.56 | |
| Profit/(loss) before tax | (1854.33) | |

| PARTICULARS | For FY ended on 31.03.2025 | Expected Post Scheme |
|--|---------------------------------------|---------------------------------|
| Tax expense | 2605.68 | |
| Profit/(loss) after tax | (4460.01) | |
| Other comprehensive income net of tax | (66.95) | |
| Total comprehensive income | (4526.96) | |

A copy of the Audited Accounts of the Applicant Company 2 for the FY 2024-25 with Independent Auditors' Report is kept open for inspection at its registered office and also hosted on the websites of Applicant Company 1 and Applicant Company 2.

For comprehensive picture of the financial position and operating performance of the Applicant Company 2, the financial statements of the Applicant Company 2 may be referred to.

(viii) Provisional Accounts for the period ended 30.06.2025:

The financial position and operating results of the Applicant Company 2 as per the Provisional Accounts based on limited review for the period ended 30.06.2025 is given below:

FINANCIAL POSITION:

(Rs. in lakhs)

| PARTICULARS | As on 30.06.2025 |
|--|-------------------------|
| ASSETS | |
| Non-current assets | |
| Property, plant and equipment | 8027.54 |
| Capital work-in-progress | 58.15 |
| Intangible assets | 6.00 |
| Other financial assets | 96.83 |
| Deferred tax assets (net) | 4505.74 |
| Other non-current assets | 68.50 |
| Total non-current assets | 12762.76 |
| Current assets | |
| Inventories | 15710.86 |
| Trade receivables | 650.94 |
| Cash and cash equivalents | 50.24 |
| Bank balances other than cash and cash equivalents | 146.24 |
| Other financial assets | 46.67 |
| Other current assets | 589.91 |
| Total current assets | 17194.86 |
| TOTAL ASSETS | 29957.62 |
| EQUITY AND LIABILITIES | |
| EQUITY | |
| Equity share capital | 525.00 |
| Other equity | (22110.58) |

| PARTICULARS | As on 30.06.2025 |
|--------------------------------------|-------------------------|
| TOTAL EQUITY | (21585.58) |
| LIABILITIES | |
| Non-current liabilities | |
| Borrowings | 28311.62 |
| Provisions | 1124.92 |
| Other non-current liabilities | 5.24 |
| Total non-current liabilities | 29441.78 |
| Current liabilities | |
| Borrowings | 11441.24 |
| Trade payables | 8473.17 |
| Other financial liabilities | 1630.43 |
| Other current liabilities | 368.73 |
| Provisions | 172.79 |
| Income tax liabilities (net) | 15.06 |
| Total current liabilities | 22101.42 |
| TOTAL LIABILITIES | 51543.20 |
| TOTAL EQUITY AND LIABILITIES | 29957.62 |
| NET WORTH | (21585.58) |

OPERATING RESULTS:

(Rs. in lakhs)

| PARTICULARS | For the 3 months period ended on 30.06.2025 |
|---|--|
| INCOME | |
| Revenue from operations | 9284.53 |
| Other income | 2.05 |
| Total income | 9286.58 |
| EXPENSES | |
| Cost of materials consumed | 6091.47 |
| Changes in inventories of finished goods, stock-in-trade and work-in-progress | 1638.89 |
| Employee benefits expense | 582.46 |
| Finance costs | 875.83 |
| Depreciation and amortisation expense | 282.74 |
| Other expenses | 677.22 |
| Total expenses | 10148.61 |
| Profit/(loss) before tax | (862.03) |
| Tax expense | (215.39) |
| Profit/(loss) after tax | (646.64) |
| Other comprehensive income net of tax | 22.59 |
| Total comprehensive income | (624.05) |

A copy of the Provisional Accounts based on limited review of the Applicant Company 2 for the 3 months' period ended on 30.06.2025 is annexed hereto as **ANNEXURE - 4** and kept open for inspection at its registered office and also hosted on the websites of Applicant Company 1 and Applicant Company 2.

For comprehensive picture of the financial position and operating performance of the Applicant Company 2, the financial statements of Applicant Company 2 may be referred to.

(ix) Names and addresses of Promoters and Directors of the Applicant Company 2:

Names and addresses of Promoters:

| Sr. No. | Name | Address | Shareholding(%age) |
|----------------|---------------------------------------|---|---------------------------|
| 1. | Triveni Engineering & Industries Ltd. | A-44, Hosiery Complex, Phase II Extension, Nepz Post Office, Gautam Buddha Nagar, Noida-201305 (U.P.) | 61.77 |
| 2. | Mr Vivek Viswanathan | 60, Golf Links, New Delhi-110003 | Nil |
| 3. | Ms Radhika Viswanathan Hoon | D-9, Maharani Bagh, New Delhi- 110065 | Nil |
| 4. | Mr Rajat Lal | 230, Sector 15-A , Noida-201301 | Nil |
| 5. | Mr Rahul Lal | 230, Sector 15-A , Noida-201301 | Nil |
| 6. | Mrs. Poonam Lal | 230, Sector 15-A , Noida-201301 | Nil |
| 7. | Ms. Pooja Lal | 230, Sector 15-A , Noida-201301 | Nil |
| 8. | M/s Rajendra Lal & Sons(HUF) | 230, Sector 15-A , Noida-201301 | Nil |

The Applicant Company 2 has taken steps with respect to re-classification of the former promoters of the Applicant Company 2 mentioned at Sr. No. 4 to 8 above.

Names and Particulars of Directors:

| S r . No. | Name with DIN | Designation | Address |
|------------------|--|--|---|
| 1. | Mr Tarun Sawhney (00382878) | Chairman & Managing Director | 124, Golf Links, New Delhi-110003 |
| 2. | Mr Vivek Viswanathan (00141053) | Non Executive Non Independent Director | 60, Golf Links, New Delhi-110003 |
| 3. | Mr Jitendra Kumar Dadoo (02481702) | Non Executive Independent Director | I-21, first floor, Maharani Bagh, New Delhi- 110065 |
| 4. | Mr Sudipto Sarkar (00048279) | Non Executive Independent Director | 33, Broad Street, Kolkata-700019 |
| 5. | Ms Ratna Dharashree Vishwanathan (07278291) | Non Executive Independent Director | G-702, Central Park 1, Sector 42, Gurgaon – 122002 |

7. DETAILS OF APPLICANT COMPANY 3 (TRIVENI POWER TRANSMISSION LIMITED):

(i) COMPANY DETAILS:

- (a) Name of the Company: TRIVENI POWER TRANSMISSION LIMITED
- (b) Date of Incorporation: 04.12.2024
- (c) State in which incorporated: Uttar Pradesh
- (d) Type of Company: Public Limited
- (e) CIN : U28110UP2024PLC212958
- (f) PAN : AALCT4290M
- (g) Address of Regd. Office: A-44, Hosiery Complex,
Phase-II Extension, Nepz Post
Office, Gautam Buddha Nagar,
Noida - 201305, Uttar Pradesh, India.
- (h) Phone No. : 0120-4308000
- (i) EMAIL : shares.tptl@trivenigroup.com

(ii) Background - Triveni Power Transmission Limited was incorporated on 04.12.2024 under the Companies Act, 2013 as a public limited company in the State of U.P.

(iii) Objects- The objects of the Applicant Company 3 are set out in the Objects Clause of its Memorandum of Association. For sake of brevity, the objects so stated in the Memorandum are not being reproduced.

A copy of the Memorandum of Association is kept open for inspection at its registered office and also hosted on the websites of Applicant Company 1 and Applicant Company 2.

It is submitted that Clause 3(b)(xxii) of the Memorandum of Association of the Applicant Company 3 authorizes the company to enter into the arrangement as provided for in the Scheme.

The Company has been recently incorporated in order to carry on the business of the PTB Undertaking upon demerger of the PTB Undertaking from the Applicant Company 1.

(iv) Details of changes during the last five years

- (i) Name : No change
- (ii) Regd. Office : No change
- (iii) Objects : No change

(v) Nature of the Applicant Company 3:

The Applicant Company 3 is a public limited company. It is a wholly-owned subsidiary of Applicant Company 1. Its shares are not listed on any stock exchange.

(vi) Capital structure of the Applicant Company 3:

The Capital structure of the Applicant Company 3 as per its audited Balance Sheet as at 31st March, 2025 has been as under –

| Share Capital | Amount (in INR) |
|---|------------------------|
| Authorized capital | |
| 20,00,00,000 equity shares of INR 2/- each | 40,00,00,000 |
| Total | 40,00,00,000 |
| Issued share capital | |
| 3,13,00,000 equity shares of INR 2/- each | 6,26,00,000 |
| Subscribed and paid-up share capital | |
| 3,13,00,000 equity shares of INR 2/- each | 6,26,00,000 |
| Total | 6,26,00,000 |

There has been no change in the above capital structure after 31st March, 2025.

The entire share capital of the Company is held by the Applicant Company 1 (Triveni Engineering & Industries Ltd). Thus, it is a wholly-owned subsidiary of Applicant Company 1.

Presently the equity shares of the Applicant Company 3 are not listed on any stock exchanges. As provided in Clause 4.12 of the Scheme, the Applicant Company 3 will take steps to get the shares listed pursuant to the Scheme.

(vii) Latest financial position of the Applicant Company 3 with latest Auditors' Report:

The summarized financial position and operating results of the Applicant Company 3 as per the latest Audited Accounts for the FY 2024-25 are given below:

FINANCIAL POSITION:

(Rs. in lakhs)

| PARTICULARS | As on 31.03.2025 | Expected Post Scheme (Based on audited A/cs for FY 2024-25) |
|---------------------------------|-------------------------|--|
| ASSETS | | |
| Non-current assets | | |
| Property, plant and equipment | - | 15939.05 |
| Capital work-in-progress | - | 2119.63 |
| Intangible assets | - | 125.00 |
| Loans | - | 8.14 |
| Other financial assets | - | 194.28 |
| Deferred tax assets (net) | 6.36 | 6.36 |
| Other non-current assets | - | 1631.04 |
| Total non-current assets | 6.36 | 20023.50 |
| Current assets | | |
| Inventories | - | 1094.95 |

| PARTICULARS | As on 31.03.2025 | Expected Post Scheme (Based on audited A/cs for FY 2024-25) |
|--|-------------------------|--|
| Trade receivables | - | 15502.00 |
| Cash and cash equivalents | 2.83 | 18.63 |
| Bank balances other than cash and cash equivalents | 592.00 | 592.00 |
| Loans | - | 41.00 |
| Other financial assets | 11.96 | 34.50 |
| Other current assets | 0.01 | 596.00 |
| Total current assets | 606.80 | 17879.08 |
| TOTAL ASSETS | 613.16 | 37902.58 |
| EQUITY AND LIABILITIES | | |
| EQUITY | | |
| Equity share capital | 626.00 | 2095.09 |
| Other equity | (13.73) | 24439.27 |
| TOTAL EQUITY | 612.27 | 26534.36 |
| LIABILITIES | | |
| Non-current liabilities | | |
| Borrowings | - | 28.94 |
| Lease liabilities | - | 86.30 |
| Other non-current liabilities | - | 248.02 |
| Total non-current liabilities | - | 363.26 |
| Current liabilities | | |
| Borrowings | - | 1155.76 |
| Lease liabilities | - | 8.22 |
| Trade payables | 0.45 | 3311.60 |
| Other financial liabilities | - | 1896.67 |
| Other current liabilities | 0.05 | 3213.25 |
| Provisions | - | 1419.07 |
| Income tax liabilities (net) | 0.39 | 0.39 |
| Total current liabilities | 0.89 | 11004.96 |
| TOTAL LIABILITIES | 0.89 | 11368.22 |
| TOTAL EQUITY AND LIABILITIES | 613.16 | 37902.58 |
| NET WORTH | 612.27 | 2081.36 |

OPERATING RESULTS:

(Rs. in lakhs)

| PARTICULARS | For FY ended on 31.03.2025 | Expected Post Scheme (Based on audited A/cs for FY 2024-25) |
|---|---------------------------------------|--|
| INCOME | | |
| Revenue from operations | - | 36988.71 |
| Other income | 13.78 | 425.01 |
| Total income | 13.78 | 37413.72 |
| EXPENSES | | |
| Cost of materials consumed | - | 12659.31 |
| Changes in inventories of finished goods, stock-in-trade and work-in-progress | - | 363.61 |
| Employee benefits expense | - | 5370.00 |
| Finance costs | 0.02 | 12.65 |
| Depreciation and amortisation expense | - | 1162.79 |
| Other expenses | 32.10 | 5345.19 |
| Total expenses | 32.12 | 24913.55 |
| Profit/(loss) before tax | (18.34) | 12500.17 |
| Tax expense | (4.61) | 3146.05 |
| Profit/(loss) after tax | (13.73) | 9354.12 |
| Other comprehensive income after tax | - | (3.36) |
| Total comprehensive income after tax | (13.73) | 9350.76 |

A copy of the Audited Accounts of the Applicant Company 3 for the FY 2024-25 with Independent Auditors' Report is annexed hereto as **ANNEXURE- 5** and is kept open for inspection at the registered office of the Applicant Company 3 and also hosted on the website of Applicant Company 1 and Applicant Company 2.

For comprehensive picture of the financial position and operating performance of the Applicant Company 3, the financial statements of the Applicant Company 3 may be referred to.

(viii) Provisional Accounts for the period ended 30.06.2025 and interim audited financial statements for the period ended 30.09.2025:

The financial position and operating results of the Applicant Company 3 as per the Provisional Accounts for the period ended 30.06.2025 and interim audited financial statements for the period ended 30.09.2025, is given below:

FINANCIAL POSITION:

(Rs. in lakhs)

| PARTICULARS | As on 30.06.2025 | As on 30.09.2025 (Audited) |
|---------------------------------|-------------------------|---------------------------------------|
| ASSETS | | |
| Non-current assets | | |
| Deferred tax assets (net) | 6.36 | 5.57 |
| Income tax assets (net) | 1.11 | 0.01 |
| Total non-current assets | 7.47 | 5.58 |
| Current assets | | |

| PARTICULARS | As on 30.06.2025 | As on 30.09.2025 (Audited) |
|--|-------------------------|---------------------------------------|
| Cash and cash equivalents | 2.38 | 2.62 |
| Bank balances other than cash and cash equivalents | 592.00 | 589.00 |
| Other financial assets | 21.85 | 34.05 |
| Total current assets | 616.23 | 625.67 |
| TOTAL ASSETS | 623.70 | 631.25 |
| EQUITY AND LIABILITIES | | |
| EQUITY | | |
| Equity share capital | 626.00 | 626.00 |
| Other equity | (2.92) | 2.36 |
| TOTAL EQUITY | 623.08 | 628.36 |
| LIABILITIES | | |
| Current liabilities | | |
| Trade payables | 0.62 | 0.38 |
| Income tax liabilities (net) | - | 2.51 |
| Total current liabilities | 0.62 | 2.89 |
| TOTAL LIABILITIES | 0.62 | 2.89 |
| TOTAL EQUITY AND LIABILITIES | 623.70 | 631.25 |
| NET WORTH | 623.08 | 628.36 |

OPERATING RESULTS:

(Rs. in lakhs)

| PARTICULARS | For the 3 months period ended on 30.06.2025 | For the 6 months period ended on 30.09.2025 |
|---|--|--|
| INCOME | | |
| Other income | 10.98 | 22.23 |
| Total income | 10.98 | 22.23 |
| EXPENSES | | |
| Other expenses | 0.17 | 0.73 |
| Total expenses | 0.17 | 0.73 |
| Profit/(loss) before tax | 10.81 | 21.50 |
| Tax expense | - | 5.41 |
| Profit/(loss) after tax | 10.81 | 16.09 |
| Other comprehensive income after tax | - | - |
| Total comprehensive income after tax | 10.81 | 16.09 |

A copy of the Provisional Accounts of the Applicant Company 3 for the 3 months' period ended on 30.06.2025 and interim audited financial statements for the six months ended on 30.09.2025 are annexed hereto as **ANNEXURE -6 (Colly)** and is kept open for inspection at the registered office of the Applicant Company 3 and also hosted on the websites of Applicant Company 1 and Applicant Company 2.

(ix) Names and addresses of Promoters and Directors of the Applicant Company 3:

Names and addresses of Promoters:

| Sr. No. | Name | Address | Shareholding (%age) |
|---------|---------------------------------------|--|---------------------|
| 1. | Triveni Engineering & Industries Ltd. | A-44, Hosiery Complex, Phase-II Extension, Nepz Post Office , Gautam Buddha Nagar, Noida - 201305, Uttar Pradesh, India. | 100% |

Names and Particulars of Directors:

| Sr. No. | Name of Director with DIN | Designation | Address |
|---------|-----------------------------|------------------|---|
| 1. | Mr Tarun Sawhney (00382878) | Nominee Director | 124, Golf Links, New Delhi- 110003 |
| 2. | Mr Suresh Taneja (00028332) | Nominee Director | B-49, Manu Apartments, Mayur Vihar Phase 1, Delhi -110091 |
| 3. | Ms Geeta Bhalla (02561238) | Nominee Director | 7, Dayanand Vihar, Delhi- 110092 |

8. EXTENT OF INTEREST OF DIRECTORS IN APPLICANT COMPANIES:

A: Interest of directors of Applicant Company 1

| Sr. No | Name of Director with DIN | No. of shares held in Applicant Company 1 | No. of Shares held in other Applicant Companies | |
|--------|-------------------------------------|---|---|---------------------------------------|
| | | | In Applicant Company 2 | In Applicant Company 3 |
| 1. | Mr Dhruv M Sawhney (00102999) | 1,82,58,411 | Nil | Nil |
| 2. | Mr. Tarun Sawhney (00382878) | 1,24,94,259 | Nil | 1 (as nominee of Applicant Company 1) |
| 3. | Mr Nikhil Sawhney (00029028) | 1,29,86,575 | Nil | Nil |
| 4. | Mr Jitendra Kumar Dadoo (02481702) | Nil | Nil | Nil |
| 5. | Mr. Siraj Azmat Chaudhry (00161853) | Nil | Nil | Nil |

| Sr. No | Name of Director with DIN | No. of shares held in Applicant Company 1 | No. of Shares held in other Applicant Companies | |
|--------|---|---|---|------------------------|
| | | | In Applicant Company 2 | In Applicant Company 3 |
| 6. | Mr Manoj Kumar Kohli (00162071) | Nil | Nil | Nil |
| 7. | Dr. Rajender Pal Singh (10198810) | Nil | Nil | Nil |
| 8. | Dr. Mrs. Meena Hemchandra (05337181) | Nil | Nil | Nil |

B: Interest of directors of Applicant Company 2

| Sr. No | Name of Director with DIN | No. of shares held in Applicant Company 2 | No. of Shares held in other Applicant Companies | |
|--------|--|---|---|---|
| | | | In Applicant Company 1 | In Applicant Company 3 |
| 1. | Mr Tarun Sawhney (00382878) | Nil | 12494259 | 1 share as nominee of Applicant Company 1 |
| 2. | Mr Vivek Viswanathan (00141053) | Nil | Nil | Nil |
| 3. | Mr Jitendra Kumar Dadoo (02481702) | Nil | Nil | Nil |
| 4. | Mr Sudipto Sarkar (00048279) | Nil | Nil | Nil |
| 5. | Ms Ratna Dharashree Vishwanathan (07278291) | Nil | Nil | Nil |

C: Interest of directors of Applicant Company 3

| Sr. No | Name of Director with DIN | No. of shares held in Applicant Company 3 | No. of Shares held in other Applicant Companies | |
|--------|--------------------------------|---|---|------------------------|
| | | | In Applicant Company 1 | In Applicant Company 2 |
| 1. | Mr Tarun Sawhney (00382878) | 1* | 1,24,94,259 | Nil |
| 2. | Mr Suresh Taneja (00028332) | 1* | 11,805 | Nil |
| 3. | Ms Geeta Bhalla (02561238) | 1* | Nil | Nil |

* as nominee of Applicant Company 1

The directors, of the Applicant Companies have no other interest in the Scheme. Further, none of the KMPs of the Applicant Companies and their respective relatives (as defined under the 2013 Act) have any interest in the Scheme except to the extent of their directorship and/or shareholding, if any, in the respective Companies.

9. RELATIONSHIP SUBSISTING BETWEEN THE APPLICANT COMPANIES:

All the Applicant Companies belong to same business group (Triveni Group) and have their registered offices at the same address.

The Applicant Company 2 is a subsidiary of the Applicant Company 1 which holds 61.77% of the shareholding of the Applicant Company 2.

The Applicant Company 3 is a wholly-owned subsidiary of the Applicant Company 1 which holds 100% of the share capital of the Applicant Company 3.

The Applicant Company 1 (Triveni Engineering & Industries Ltd) is the promoter and holding company of Applicant Company 2 (Sir Shadi Lal Enterprises Ltd) and Applicant Company 3 (Triveni Power Transmission Ltd.).

10. SALIENT FEATURES OF THE SCHEME:

- (i) The proposed Composite Scheme of Arrangement has been prepared as a part of the business reorganization plan and is indivisible. It, *inter-alia*, provides for:-
- a. amalgamation of the Applicant Company 2/Amalgamating Company (Sir Shadi Lal Enterprises Limited) with the Applicant Company 1/Amalgamated Company (Triveni Engineering & Industries Limited) and for issuance of equity shares by the Applicant Company 1 in consideration of such amalgamation to the members of the Applicant Company 2 in terms of Section 2(1B) and other applicable provisions of the Income Tax Act, 1961 and Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the listing of such equity shares to be issued by the Applicant Company 1 and for cancellation of SSEL Promoter Shareholding (as defined in the Scheme);
 - b. demerger/transfer of the PTB Undertaking (as defined in the Scheme) of the Applicant Company 1/Amalgamated Company into and with the Applicant Company 3/Resulting Company and for issuance of equity shares by the Applicant Company 3/Resulting Company in consideration of such demerger to the shareholders of the Applicant Company 1/Amalgamated Company pursuant to Section 2(19AA) and other applicable provisions of the Income Tax Act and Sections 230 to 232 and other applicable provisions of the Companies Act, 2013;
 - c. listing of the Total Equity Shares of the Resulting Company (as defined in the Scheme), consisting of the Existing Equity Shares (as defined in the Scheme) and the New Equity Shares (as defined in the Scheme), to be issued as consideration for such demerger to the shareholders of the Applicant Company 1, on the Stock Exchanges (as defined in the Scheme) after the Scheme becomes effective in accordance with the provisions of the SEBI Master Circular;
 - d. Various other matters consequential or otherwise integrally connected therewith, including *inter-alia* reclassification/ reorganization of the authorized share capital of the Applicant Company 2/Amalgamating Company and the combination of the authorized share capital of the Amalgamating Company with that of the Applicant Company 1/Amalgamated Company.

(ii) The salient features of the proposed Scheme of Arrangement are summarized below:

- A. **“Amalgamation Appointed Date”** means April 1, 2025 or such other date as approved by this Hon’ble Tribunal.
- B. **“Demerger Appointed Date”** means the same date as the Effective Date or such other date as may be mutually agreed by the Demerged Company and the Resulting Company, or such other date as may be directed by this Hon’ble Tribunal.
- C. **“Effective Date”** means the date on which the Scheme shall become effective pursuant to Clause 7 of the Scheme.
- D. **“PTB”** means the business of the Demerged Company consisting of gears and defence business segments and as more particularly defined at Clause 1.2.19 of the Scheme.
- E. **“PTB Undertaking”** means the Demerged Company’s business, activities, operations and properties pertaining to the PTB, and comprising of all the assets and liabilities, as described at Clause 1.2.20 of the Scheme.
- F. **“Residual Business”** means all the undertakings, business, activities and operations, assets and liabilities of the Demerged Company of whatsoever nature and kind and wheresoever situated other than those that form part of the PTB Undertaking.
- G. **“Undertaking of the Amalgamating Company”** means all the business, personnel, employees, properties, assets, investments, rights, approvals, licenses and powers, benefits, interests, debts, liabilities, duties and obligations of the Amalgamating Company and as more particularly set out at Clause 1.2.37 of the Scheme.
- H. In terms of Part III of the Scheme and upon the Scheme becoming effective, and with effect from the Amalgamation Appointed Date, subject to the provisions of the Scheme, the whole of the Undertaking of the Amalgamating Company shall stand transferred to and be vested in the Amalgamated Company, as a going concern, without any further deed or act, together with all the properties, assets, rights, liabilities, benefits and interest therein, in accordance with Sections 230 to 232 of the 2013 Act, IT Act and other Applicable Law, if any.
- I. Upon the Scheme becoming effective and with effect from the Amalgamation Appointed Date :-
 - i. all assets of the Undertaking of the Amalgamating Company, as are movable in nature or incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and delivery or by vesting and recordal pursuant to this Scheme, shall stand vested in the Amalgamated Company and shall become the property, and an integral part, of the Amalgamated Company.
 - ii. all immovable properties of the Undertaking of the Amalgamating Company, including but not limited to, land together with the buildings and structures standing thereon, whether freehold, leasehold, licensed or otherwise, and all documents of title, rights and easements in relation thereto, shall stand transferred to and be vested in and/or be deemed to have been transferred to and vested in the Amalgamated Company, without any further act or deed done by the Amalgamating Company and/or the Amalgamated Company.
 - iii. all statutory permissions, licenses, approvals, consents, privileges, environmental approvals and consents, registration or other licenses, benefits and benefits of filings and all other incorporeal rights emanating from such licenses including but not limited to all permits, authorizations, quotas, rights, entitlements, allotments, concessions, exemptions, liberties, advantages, no-objection certificates, certifications, easements,

- tenancies, privileges and similar rights and any waiver of the foregoing issued by any legislative, executive or judicial unit of any Governmental Authority or semi-Governmental Authority or any department, commission, board, agency, bureau, official or other regulatory, administrative or judicial authority (together the “**Licenses of the Amalgamating Company**”, for the purpose of sub-clause (v) of Clause 3.2.1 of the Scheme) used or held by the Amalgamating Company, shall stand transferred to and be vested in the Amalgamated Company without any further act or deed.*
- iv. all intellectual property rights, including but not limited to, registrations, trademarks, trade names, service marks, computer programmes, manuals, data, copyrights, patents, designs, domain names, applications for trademarks, trade names, trade secrets, copyrights, research and studies, technical know-how, designs and domain names and all software, and all the website contents (including text, graphics, images, audio, video and data) along with any derivatives, enhancements thereof, goodwill, and licenses, whether owned, licensed or otherwise used by or held for use by the Undertaking of the Amalgamating Company (whether registered or unregistered), thereto shall stand transferred to and be vested in and transferred to and/or be deemed to have been and stand transferred to and vested in the Amalgamated Company.*
- J. Upon the Scheme becoming effective and with effect from the Amalgamation Appointed Date :-**
- i. all debts and liabilities including but not limited to, guarantees, assurances, commitments and obligations of any nature or description, whether fixed, contingent or absolute, secured or unsecured, asserted or unasserted, matured or unmatured, liquidated or unliquidated, accrued or not accrued, known or unknown, due or to become due, whenever or however arising, (including, without limitation, whether arising out of any statute, contract or tort based on negligence or strict liability), whether provided for or not in the books of account or disclosed in the balance sheets of the Amalgamating Company, shall be deemed to be the debts, liabilities, contingent liabilities, duties and obligations of the Amalgamated Company, and the Amalgamated Company undertakes to meet, discharge and satisfy the same.*
- ii. Upon the Scheme becoming effective, and with effect from the Amalgamation Appointed Date, all existing and future contracts, including but not limited to, agreements, request for proposal, bids, responses to invitation for expression of interest, leases, leave and licenses, memoranda of undertakings, memoranda of agreements, arrangements, undertakings, whether written or otherwise, deeds, bonds, insurance policies, schemes, arrangements, sales orders, purchase orders or other instruments of whatsoever nature, in relation to the Undertaking of the Amalgamating Company or to the benefit of which, the Amalgamating Company may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect on, against or in favour of the Amalgamated Company and may be enforced fully and effectually as if, instead of the Amalgamating Company, the Amalgamated Company had been a party or beneficiary or obligee thereto.*
- iii. Upon this Scheme becoming effective, and with effect from the Amalgamation Appointed Date or their respective joining date, whichever is later, all staff, workmen and employees, who are on the payrolls of the Amalgamating Company, employees/personnel engaged on contract basis and contract labourers and interns/trainees of the Amalgamating Company who are on its payrolls (collectively, “**Employees of the Amalgamating Company**”) shall be deemed to have become, the employees of the Amalgamated Company, on such terms and conditions as are no less favourable than those on which they are currently engaged by the Amalgamating Company, without any break in or interruption of service as a result of this amalgamation and transfer.*

- iv. Upon this Scheme becoming effective, and with effect from the Amalgamation Appointed Date, all legal, Tax or other proceedings whether civil or criminal including but not limited to suits, summary suits, indigent petitions, assessments, appeals, or other proceedings of whatever nature (hereinafter called the “**Proceedings**”), if any, whether by or against the Amalgamating Company, shall not abate or be discontinued or in any way prejudicially be affected by reason of the amalgamation of the Amalgamating Company or of anything contained in this Scheme, but the Proceedings shall continue and any prosecution shall be enforced by or against the Amalgamated Company in the same manner and to the same extent as they would or might have been continued, prosecuted and/or enforced by or against the Amalgamating Company, as if this Scheme had not been implemented.
- K. With effect from the Amalgamation Appointed Date and until the occurrence of the Effective Date, the Amalgamating Company shall carry on and shall be deemed to have carried on all its business activities and stand possess of its properties and assets on account of and in trust for the Amalgamated Company.
- L. The Scheme provides that in consideration for the amalgamation of the Amalgamating Company with the Amalgamated Company, the Amalgamated Company shall issue 100 equity shares of face value of INR 1/- each of the Amalgamated Company for every 137 equity shares held in the Amalgamating Company of face value of INR 10/- each.
- M. The Scheme further provides that upon the Scheme being made effective, the shareholding held by the Amalgamated Company in the Amalgamating Company shall get cancelled at the time of allotment of shares to the shareholders of the Amalgamating Company.
- N. The Scheme further provides that upon the Scheme coming into effect, the authorize share capital of the Amalgamating Company as on the Effective Date shall be re-classified, re-organized and combined with the authorized share capital of the Amalgamated Company in terms of Clause 3.12 of the Scheme.
- O. Upon the Scheme being made effective, the Amalgamated Company shall account for the amalgamation, at carrying value in its books of accounts underlying the separate financial statements, in accordance with “Pooling of Interest Method” of accounting as laid down in Appendix C of Indian Accounting Standard 103 on Business Combinations and other Indian Accounting Standards, as applicable, and notified under Section 133 of the 2013 Act read with relevant rules issued thereunder and other accounting principles generally accepted in India.
- P. From the Effective Date of the Scheme, all taxes (as defined at Clause 1.2.32 of the Scheme), proceedings shall be continued and enforced by or against the Amalgamated Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Amalgamating Company.
- Q. Upon the Scheme becoming effective, the Amalgamating Company shall stand dissolved without following the procedure of winding up.
- R. In terms of Part IV of the Scheme and upon the Scheme becoming effective and with effect from the Demerger Appointed Date, the PTB Undertaking (as defined in the Scheme) together with its right, benefits, interest and obligations shall, in accordance with Section 2(19AA) and other applicable provisions of the IT Act and Sections 230 to 232 and other applicable provisions of the 2013 Act shall stand transferred to and vested in the Resulting Company.

- S. *Upon the Scheme becoming effective and with effect from the Demerger Appointed Date :-*
- i. *All the Assets of the PTB Undertaking (as defined in the Scheme) that are movable in nature or incorporeal property or are otherwise capable of transfer by manual or constructive delivery or by endorsement and delivery or by vesting and recordal, pursuant to this Scheme, shall stand vested in the Resulting Company and shall become the property and an integral part of the Resulting Company. The vesting pursuant to this sub-clause shall be deemed to have occurred by manual or constructive delivery or by endorsement and delivery or by vesting and recordal, as appropriate to the property being vested, and title to the property shall be deemed to have been transferred accordingly.*
 - ii. *All the Assets of the PTB Undertaking (as defined in the Scheme) that are immovable properties, including land together with the buildings and structures standing thereon, whether or not included in the books of the Demerged Company, whether freehold, leasehold, licensed or otherwise held by the Demerged Company, and all documents of title, rights and easements in relation thereto, shall stand transferred to and be vested in the Resulting Company, without any further act or deed done or being required to be done by the Demerged Company and/or the Resulting Company.*
 - iii. *All the Licenses of the PTB Undertaking, shall stand transferred to and vested in the Resulting Company.*
- T. *Upon the Scheme becoming and with effect from the Demerger Appointed Date :-*
- i. *All Demerged Liabilities (Clause 1.2.20(iv) of the Scheme), whether or not provided in the books of the Demerged Company shall without any further act, instrument or deed, shall stand transferred to and become the liability of the Resulting Company and shall be deemed to be the debts, liabilities, contingent liabilities, duties and obligations of the Resulting Company, as the case may be, and the Resulting Company shall be liable to meet, discharge and satisfy the same in accordance with its terms.*
- U. *Upon the Scheme becoming and with effect from the Demerger Appointed Date :-*
- i. *All the Contracts of the PTB Undertaking (as defined in the Scheme), including but not limited to contracts/ purchase orders with customers and vendors, and all contracts (including contracts pending for renewal), deeds, bonds, lease deeds, agreements entered into with various persons including independent consultants, associate/ joint venture companies, arrangements and other instruments of whatsoever nature, to which the Demerged Company is a party or to the benefit of which the Demerged Company may be eligible, and which are subsisting or have effect immediately before the Effective Date, shall continue in full force and effect against or in favour, as the case may be, of the Resulting Company and may be enforced as fully and effectually as if, instead of the Demerged Company, the Resulting Company had been a party or beneficiary or obligee thereto.*
- V. *Upon the Scheme becoming effective, all the PTB Employees (Clause 1.2.20(viii) of the Scheme) shall be deemed to be transferred to and engaged by the Resulting Company with effect from the Demerger Appointed Date, without any interruption of service and on the basis of continuity of service, and on such terms and conditions as are no less favorable than those on which they are currently engaged by the Demerged Company.*
- W. *Upon this Scheme becoming effective, and with effect from the Demerger Appointed Date, the Resulting Company shall be entitled to the benefits and shall bear the burdens of any legal or other proceedings to the extent specifically relating to the PTB Undertaking (as*

defined in the Scheme), initiated by or against the Demerged Company. If any suit, appeal or other proceedings to the extent specifically relating to the PTB Undertaking (as defined in the Scheme) initiated by or against the Demerged Company is pending, the same shall not be abated, be discontinued or in any way be prejudicially affected by reason of this Scheme and the proceedings may be continued, prosecuted and enforced by or against the Resulting Company in the same manner and to the same extent as they would or might have been continued, prosecuted and enforced by or against the Demerged Company, if this Scheme had not been effected.

- X. *Upon Part IV of the Scheme coming into effect on the Effective Date, and with effect from the Demerger Appointed Date, the Demerged Company shall account for the demerger and vesting of the PTB Undertaking (as defined in the Scheme) with the Resulting Company in its books of accounts in accordance with the Indian Accounting Standards prescribed under Section 133 of the 2013 Act, as notified under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time and other generally accepted accounting principles.*
- Y. *Upon Part IV of this Scheme coming into effect on the Effective Date and with effect from the Demerger Appointed Date, the Resulting Company shall account for the PTB Undertaking (as defined in the Scheme) in its books of accounts at carrying value, in accordance with "Pooling of Interest Method" of accounting as laid down in Appendix C of Indian Accounting Standard 103 on Business Combinations and other Indian Accounting Standards, as applicable, and notified under Section 133 of the 2013 Act read with relevant rules issued thereunder and other accounting principles generally accepted in India.*
- Z. *Upon the Scheme becoming effective and in consideration of the transfer of the PTB Undertaking (as defined in the Scheme), the Resulting Company shall issue one equity share of the face value of INR 2/- each of the Resulting Company for every three equity shares of the Demerged Company of face value of INR 1/- each held in the Demerged Company.*
- AA. *The aforesaid issuance and allotment of the New Equity Shares (as defined in the Scheme) by the Resulting Company to the shareholders of the Demerged Company, whose name appears in the register of members of the Demerged Company as on the Record Date 2 (as defined in the Scheme), shall be made in such a manner, that Existing Equity Shares, shall continue to be held by the Demerged Company in the Resulting Company, without any requirement of any further act or deed on part of the Demerged Company.*
- AB. *The Total Equity Shares of the Resulting Company (as defined in the Scheme) issued in terms of the Scheme, shall be listed and/or admitted to trading on the stock exchanges and shall rank pari-passu in all respects, with the Existing Equity Shares (as defined in the Scheme).*
- AA. *The Residual Business and all the assets, liabilities and obligations pertaining thereto shall continue to belong to and be vested in and be managed by the Demerged Company.*

Part III of the Scheme shall be given effect to and shall operate with effect from the Amalgamation Appointed Date (as defined in the Scheme) prior to the Part IV of the Scheme; and Part IV of the Scheme shall be given effect to and shall operate with effect from the Demerger Appointed Date (as defined in the Scheme), after Part III of the Scheme.

The Applicant Companies have given above only a summary of some of the material terms and conditions of the proposed Scheme and not the summary of the entire Scheme. The full terms and conditions of the proposed Scheme are not being reproduced for sake of brevity. For comprehensive and full view of the various terms and conditions and implications thereof Scheme may be referred to which is annexed to the Notice as ANNEXURE -1 and also

available for inspection at the respective registered offices of the Applicant Companies and also hosted on the websites of Applicant Company 1 and Applicant Company 2.

11. VALUE OF ASSETS AND LIABILITIES BEING TRANSFERRED UNDER THE SCHEME:

(Rs. in Lakhs)

| S.N. | Particulars | Value of Assets | Value of Liabilities |
|------|---|-----------------|----------------------|
| 1 | From Applicant Company 2 to Applicant Company 1 pursuant to Amalgamation | 59057.73 | 54979.37 |
| 2 | From Applicant Company 1 to Applicant Company 3 pursuant to demerger of PTB Undertaking | 37289.70 | 11366.33 |

Note- The values given above are book values as per audited accounts for the FY 2024-25.

12. IMPACT OF SCHEME ON REVENUE GENERATING CAPACITY OF APPLICANT COMPANY 1 AND APPLICANT COMPANY 3:

- (i) Impact on Applicant Company 1 is indicated in the Table below. The figures are based on audited accounts for the FY 2024-25:

(Rs. in Lakhs)

| Particulars | Impact on Gross Revenue | Impact on EBITDA |
|---|-------------------------|------------------|
| Expected Increase upon amalgamation of Applicant Company 2 with Applicant Company 1 | 15168.68 | 65.16 |
| Expected decrease upon demerger of PTB Undertaking from Applicant Company 1 into and with the Applicant Company 3 | (36689.32) | (13693.93) |
| Net effect Increase/(decrease) | (21520.64) | (13628.77) |

- (ii) Impact on Applicant Company 3 is indicated in the Table below. The figures are based on audited accounts for the FY 2024-25:

(Rs. in Lakhs)

| Particulars | Impact on Gross Revenue | Impact on EBITDA |
|--|-------------------------|------------------|
| Expected Increase upon demerger of PTB Undertaking of Applicant Company 1 into and with the Applicant Company 3. | 36988.71 | 13693.93 |

13. RATIONALE/ JUSTIFICATION OF THE SCHEME:

The rationale of the Scheme is, *inter-alia*, set out hereunder:-

- (i) The Applicant Company 2 and the Applicant Company 1 have manufacturing verticals of sugar and distillery; therefore, the proposed amalgamation of the Applicant Company 2 into the Applicant Company 1 would lead to the consolidation of all operations pertaining to the manufacture of sugar, alcohol, ethanol in one entity.

- (ii) The proposed amalgamation will create and provide operational synergies, economies of scale, optimum utilization of resources, simplification of business processes, elimination of duplication and rationalization of administrative expenses, which will lead to savings in the costs.
- (iii) The proposed amalgamation will help in achieving consolidation, greater integration and flexibility that will maximize overall shareholder's value and improve the competitive position and negotiating power of the combined entity.
- (iv) The proposed amalgamation will result in reduction of multiplicity of entities, thereby reducing compliance cost of multiple entities viz., statutory filings, regulatory compliances, labour law/ establishment related compliances.
- (v) Further, the demerger of the PTB Undertaking (as defined in the Scheme) from the Applicant Company 1 into and with the Applicant Company 3, pursuant to this Scheme shall be in the interest of all concerned stakeholders including shareholders, customers, creditors, employees and general public, in the following ways:
 - a. The PTB (as defined in the Scheme) and the Residual Business (as defined in the Scheme) address different market segments with unique opportunities and dynamics in terms of business strategy, customer set, geographic focus, competition, capabilities set, talent needs and distinct capital requirements. The transfer of the PTB Undertaking (as defined in the Scheme) into the Applicant Company 3 will enable each business to sharpen its focus and organize its activities and resources to improve its offerings to their respective customers. This would help to improve its competitiveness, operational efficiency, agility and strengthen its position in relevant markets resulting in more sustainable growth and competitive advantage.
 - b. PTB has attained a significant size, scale and has a large headroom for growth in its market. As PTB is entering the next phase of growth, the transfer and vesting of the PTB Undertaking into the Applicant Company 3 pursuant to the Scheme would result in focused management attention and efficient administration to maximize its potential.
 - c. Further, as PTB has separate growth trajectories, risk profile and capital requirement, the segregation of the PTB Undertaking and the Residual Business will enable independent value discovery and lead to unlocking of value for each business.

14. VALUATION REPORT AND EXCHANGE RATIO:

- (i) A joint Valuation Report dated December 9, 2024 has been submitted by (i) Finox Analytics, and (ii) SSPA & Co., Chartered Accountants, recommending (a) the fair equity share exchange ratio for the amalgamation of the Applicant Company 2 with the Applicant Company 1; and (b) the fair equity share entitlement ratio for the demerger of the PTB Undertaking (as defined in the Scheme) from the Applicant Company 1 (Triveni Engineering & Industries Ltd) into and with the Applicant Company 3 (Triveni Power Transmission Ltd).

The details/facts/growth rate/justification/basis of valuation including projections considered/ adopted by the valuers for valuation of Applicant Company 2 and Applicant Company 1 for the proposed amalgamation and for transfer of PTB Undertaking under the proposed demerger are disclosed in the joint Valuation Report.

- (ii) The valuers have recommended the fair share exchange ratios as under-
 - (a) **In consideration for the amalgamation of Applicant Company 2 with the Applicant Company 1** - 100 equity shares of the face value of Rs. 1/- each of the Applicant Company 1 to be issued to the shareholders of the Applicant Company 2 for every 137 equity shares of the face value of Rs. 10/- each held in the Applicant Company 2.

- (b) **In consideration of the demerger of the PTB Undertaking from Applicant Company 1 into and with the Applicant Company 3-** ONE equity share of the face value of Rs. 2/- each of the Applicant Company 3 to be issued to the shareholders of the Applicant Company 1 for every THREE equity shares of face value of Rs. 1/- each held in the Applicant Company 1.
- (iii) M/s D&A Financial Services (P) Ltd. and M/s Sobhagya Capital Options Pvt. Ltd., SEBI registered Category I Merchant Bankers have submitted their respective Fairness opinion dated 09.12.2024 on the above Valuation Report and opined that the exchange ratio recommended by the valuers is fair.
- (iv) After having considered, inter alia, the above Valuation Report and the Fairness Opinion, the Board of Directors of the Applicant Companies in their respective meetings held on 10.12.2024, have approved the exchange ratio for allotment of shares as proposed by the Valuers in the above Valuation Report dated 09.12.2024.

A copy of the above-referred joint Valuation Report dated 09.12.2024 is annexed hereto as **ANNEXURE- 7** and kept open for inspection at the respective registered offices of the Applicant Companies and also hosted on the websites of Applicant Company 1 and Applicant Company 2.

Copies of the above-referred Fairness Opinion Reports dated 09.12.2024 are annexed hereto as **ANNEXURE- 8 (Colly)** and kept open for inspection at the respective registered offices of the Applicant Companies and also hosted on the websites of Applicant Company 1 and Applicant Company 2.

15. EFFECT OF THE SCHEME ON THE STAKEHOLDERS OF APPLICANT COMPANIES UNDER SECTION 230(3) AND SYNERGIES OF BUSINESS AND COST BENEFIT ANALYSIS:

- (i) The effect of the Scheme on each class of shareholders, key managerial personnel, promoter and non-promoter shareholders and laying out in particular the share exchange ratio and share entitlement ratio including the special valuation difficulties (if any), on, various categories of persons specified in Section 232(2)(c) of the Act and the other matters pertaining to the **Applicant Company 1/Amalgamated Company** is given in the report of the Committee of Independent Directors dated 10.12.2024 and the Report of the Board of Directors of the Applicant Company 1 dated December 10, 2024. Copy of these Reports of the Applicant Company 1 are annexed hereto as **ANNEXURE- 9(Colly)** and kept open for inspection at its registered office and also hosted on the websites of Applicant Company 1 and Applicant Company 2.
- (ii) The effect of the Scheme on each class of shareholders, key managerial personnel, promoter and non-promoter shareholders and laying out in particular the share exchange ratio and share entitlement ratio including the special valuation difficulties (if any), on, various categories of persons specified in Section 232(2)(c) of the Act and the other matters pertaining to the **Applicant Company 2/Amalgamating Company** is given in the report of the Committee of Independent Directors dated 09.12.2024 and the Report of the Board of Directors of the Applicant Company 2 dated December 10, 2024. Copy of these Reports of the Applicant Company 2 are annexed hereto as **ANNEXURE- 10(Colly)** and kept open for inspection at its registered office and also hosted on the websites of Applicant Company 1 and Applicant Company 2.
- (iii) The effect of the Scheme on each class of shareholders, key managerial personnel, promoter and non-promoter shareholders and laying out in particular the share exchange ratio and share entitlement ratio including the special valuation difficulties (if any), on various categories of persons specified in Section 232(2)(c) of the Act and the other matters pertaining to the **Applicant Company 3/Resulting Company** is given in the Report of the Board of Directors of the Applicant Company 3 dated 10.12.2024. Copy of this Report is annexed hereto as **ANNEXURE- 11** and

kept open for inspection at the respective registered offices of the Applicant Companies and also hosted on the websites of Applicant Company 1 and Applicant Company 2.

- (iv) The Scheme does not affect the material interests of key managerial personnel, directors, promoters, non-promoter members, creditors and the employees of the Applicant Companies and none of these persons have any material interest in the Scheme except that,
 - (a) as shareholders of the Applicant Company 2 (except shares held by Applicant Company 1 which will stand cancelled in terms of the Scheme) they will get shares in the Applicant Company 1 upon amalgamation of Applicant Company 2 with the Applicant Company 1 in terms of the Scheme like other shareholders,
 - (b) as shareholders of Applicant Company 1 they will get shares of Applicant Company 3 upon demerger of PTB Undertaking of Applicant Company 1 into and with the Applicant Company 3 in terms of the Scheme like other shareholders.
- (v) **Synergies of business of the Companies involved in the Scheme:** Upon effectiveness of the Scheme, the benefits and synergies as mentioned in Para 13 above is expected to be derived by the respective Companies.
- (vi) **Cost-Benefit Analysis of the Scheme:** As mentioned in the rationale of the Scheme at Para 13 hereinabove, the proposed amalgamation of the Amalgamating Company into the Amalgamated Company will create and provide operational synergies, economies of scale, optimum utilisation of resources, elimination of duplication and rationalisation of administrative expenses. Further, the demerger of the PTB Undertaking into the Resulting Company would help to improve competitiveness, ability and strengthen the position of PTB in the relevant markets, resulting in more sustainable growth and competitive advantage, and unlocking of value. Thus, the benefits of the Scheme, would over a longer period of time, outweigh the costs incurred towards implementation of the Scheme.

16. CERTIFICATION OF ACCOUNTING TREATMENT:

- (i) SS Kothari Mehta & Co., LLP, Chartered Accountants, being the Statutory Auditors of the Applicant Company 1, have issued Certificate dated 10.12.2024 certifying that the proposed accounting treatment in the books of accounts of the Applicant Company 1 as contained in Clause 3.13 of Part III and Clause 4.8.1 of Part IV of the Scheme is in conformity with the SEBI Regulations and the applicable Indian Accounting Standards notified under Section 133 of the 2013 Act read with Rules made thereunder and other generally accepted accounting principles in India. Copy of this Certificate is annexed hereto as **ANNEXURE- 12** and kept open for inspection at its registered office and also hosted on the websites of Applicant Company 1 and Applicant Company 2.
- (ii) M/s Basant Ram & Sons, Chartered Accountants, being the Statutory Auditors of the Applicant Company 2, have issued a Certificate dated 09.12.2024 to the effect that there will be no accounting treatment for the amalgamation in the books of accounts of the Applicant Company 2 since the Applicant Company 2 shall stand dissolved pursuant to amalgamation with the Applicant Company 1. Copy of this Certificate is annexed hereto as **ANNEXURE- 13** and is kept open for inspection at its registered office and also hosted on the websites of Applicant Company 1 and Applicant Company 2.
- (iii) With respect to the proposed demerger as provided for in Part IV of the Scheme, SS Kothari Mehta & Co., LLP, Chartered Accountants, being the Statutory Auditors of the Applicant Company 3, have issued a Certificate dated 10.12.2024 certifying that the proposed accounting treatment in the books of accounts of the Applicant Company 3 contained in Clause 4.8.2 of Part IV of the Scheme is in conformity with the SEBI Regulations and the applicable Indian Accounting

Standards notified under Section 133 of the 2013 Act read with Rules made thereunder and other generally accepted accounting principles in India. Copy of this Certificate is annexed hereto as **ANNEXURE- 14** and kept open for inspection at its registered office and also hosted on the websites of Applicant Company 1 and Applicant Company 2.

17. DECLARATION OF SOLVENCY:

The Applicants 1 and 3 declare that after giving effect to the proposed amalgamation of the Applicant Company 2 with the Applicant Company 1 and demerger of the PTB Undertaking from the Applicant Company 1 into and with the Applicant Company 3, in terms of the proposed Scheme the assets of Applicant Company 1 and 3 will be sufficient to meet their respective liabilities.

18. NO OBJECTION OF SEBI/STOCK EXCHANGES:

- (i) The Applicant Company 1/Amalgamated Company had filed the Scheme with the BSE and NSE, where the shares of the Amalgamated Company are listed, for their approval to the Scheme. The Applicant Company 2/Amalgamating Company had filed the Scheme with the BSE, where its shares are listed, for their approval.
- (ii) The Amalgamated Company and Amalgamating Company did not receive any complaint relating to the Scheme and “NIL” reports were filed by the Applicant Company 1 and Applicant Company 2 with the respective stock exchanges, copies of which are enclosed as **ANNEXURE “15”** and **ANNEXURE “16”**.
- (iii) After obtaining necessary clearance from the Securities and Exchange Board of India (SEBI), the BSE and NSE, by their respective observation letters dated August 7, 2025 and August 11, 2025, have given their no-objection to the Scheme. Both the letters are almost identical. Copies of the above observation letters dated August 7, 2025 and August 11, 2025 are annexed hereto as **ANNEXURE-17 (Colly)** and kept open for inspection at the respective registered offices of the Applicant Company 1 and Applicant Company 2 and also hosted on the websites of Applicant Company 1 and Applicant Company 2.
- (iv) The BSE has clearly stated in the above letter that – *“In the light of above, we hereby advise that we have no adverse observations with limited reference to those matters having bearing on listing/de-listing/ continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon’ble NCLT”*.

The NSE has also clearly stated in the above letter that – *“Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our “No objection” in terms of Regulation 37 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.*

- (v) The above observation letters issued by the BSE and NSE contain certain directions of SEBI as well as of the BSE/NSE, which have been/are being complied with by the Applicant Companies, as applicable. The Applicant Company 1 and Applicant Company 2 have, by their letters dated August 29, 2025, submitted compliance status report to the stock exchanges. Copies of these letters/Compliance status reports are annexed hereto marked as **ANNEXURE- 18 (Colly)** and kept open for inspection at the respective registered offices of the Applicant Company 1 and Applicant Company 2 and also hosted on the websites of Applicant Company 1 and Applicant Company 2.
- (vi) Additional information submitted by the Amalgamated Company to BSE as advised by BSE’s e-mail dated August 07, 2025; and the additional information as submitted by the Amalgamated Company to the NSE as per Annexure M of the NSE checklist, is enclosed as **ANNEXURE**

19(a) and the same are kept open for inspection at the respective registered office of the Applicant Company 1 and Applicant Company 2 and also hosted on the websites of Applicant Company 1 and Applicant Company 2.

(vii) Additional information submitted by the Amalgamating Company to BSE as advised by BSE's e-mail dated August 07, 2025 is enclosed as **ANNEXURE 19(b)** and the same are kept open for inspection at the respective registered office of the Applicant Company 1 and Applicant Company 2 and also hosted on the websites of Applicant Company 1 and Applicant Company 2.

19. PRE-SCHEME (AS ON 30.09.2025) AND POST-SCHEME SHARE CAPITAL AND SHAREHOLDING PATTERN:

(i) Applicant Company 1 (Triveni Engineering and Industries Ltd):

Share Capital:

| Sr. No. | Particulars | PRE-SCHEME CAPITAL | POST-SCHEME CAPITAL (expected) |
|----------------|--|---------------------------|---------------------------------------|
| 1 | Authorized Capital* | | |
| | Equity Shares of INR 1/- each | Nos. 50,00,00,000 | Nos. 70,00,00,000 |
| | Preference shares of INR 10/ each | Rs. 20,00,00,000 | Rs. 20,00,00,000 |
| | Total | Rs.70,00,00,000 | Rs.90,00,00,000 |
| 2 | Issued Equity Share Capital | Nos. 21,89,05,968 | Nos.22,03,71,016 |
| | | Rs. 21,89,05,968 | Rs. 22,03,71,016 |
| 3. | Subscribed and Paid-up Equity Share Capital | Nos 21,88,97,968 | Nos. 22,03,63,016 |
| | | Rs. 21,88,97,968 | Rs. 22,03,63,016 |
| | Add: Paid up value of 8000 equity shares of Re 1/- forfeited | Rs.1,600 | Rs.1,600 |
| | Total | Rs. 21,88,99,568 | Rs. 22,03,64,616 |

*The Authorized share capital of the Applicant Company 1 (post-Scheme) shall be re-classified, re-organized and combined with the authorized share capital of the Amalgamated Company in terms of Clause 3.12 of the Scheme.

Shareholding Pattern:

| S r . No | Category | Pre-Scheme Holdings | | Post-Scheme Holdings (expected) | |
|-------------|----------|---------------------|--------|---------------------------------|--------|
| | | No. of shares | % age | No. of shares | %age |
| 1. | Promoter | 13,34,91,162 | 60.98 | 13,34,91,162 | 60.58 |
| 2. | Public | 8,54,06,806 | 39.02 | 8,68,71,854 | 39.42 |
| | Total | 21,88,97,968 | 100.00 | 22,03,63,016 | 100.00 |

(ii) Applicant Company 2 (Sir Shadi Lal Enterprises Ltd)**Share Capital:**

| Sr. No. | Particulars | PRE-SCHEME CAPITAL | POST-SCHEME CAPITAL (EXPECTED) |
|---------|---|--------------------|---|
| 1 | Authorized Capital (Equity Shares of INR 10/- each) | Nos. 2,00,00,000 | NOT APPLICABLE AS APPLICANT COMPANY 2 WILL STAND DISSOLVED WITHOUT WINDING UP |
| | | Rs.20,00,00,000 | |
| 2 | Issued, Paid up and Subscribed Equity Share Capital | Nos. 52,50,000 | |
| | | Rs.5,25,00,000 | |

Shareholding Pattern:

| S r . No | Category | Pre-Scheme holdings | | Post-Scheme Holdings* | |
|-------------|----------|---------------------|-------|---|------|
| | | No. of shares | % age | No. of shares | %age |
| 1. | Promoter | 32,42,884 | 61.77 | NOT APPLICABLE AS APPLICANT COMPANY 2 WILL STAND DISSOLVED WITHOUT WINDING UP | |
| 2. | Public | 20,07,116 | 38.23 | | |
| | Total | 52,50,000 | 100 | | |

(iii) Applicant Company 3 (Triveni Power Transmission Ltd)**Share Capital:**

| Sr. No. | Particulars | PRE-SCHEME CAPITAL | POST-SCHEME CAPITAL(expected) |
|---------|---|--------------------|-------------------------------|
| 1 | Authorised Capital (Equity Shares of INR 2/- each) | Nos. 20,00,00,000 | Nos. 20,00,00,000 |
| | | Rs.40,00,00,000 | Rs.40,00,00,000 |
| 2 | Issued, Paid up and Subscribed Equity Share Capital | Nos. 3,13,00,000 | Nos. 10,47,54,339 |
| | | Rs.6,26,00,000 | Rs. 20,95,08,678 |

Shareholding Pattern:

| Sr. No | Category | Pre-Scheme Holdings | | Post-Scheme holdings(expected) | |
|--------|--|---------------------|-------|--------------------------------|-------|
| | | No. of shares | % age | No. of shares | %age |
| 1. | Promoters (Triveni Engg. & Indus. Ltd. and its nominees) | 3,13,00,000 | 100 | 7,57,97,054 | 72.36 |
| 2. | Public | Nil | Nil | 2,89,57,285 | 27.64 |
| | Total | 3,13,00,000 | 100 | 10,47,54,339 | 100 |

- (iv) It may be noted that there has been no change in the percentage shareholding of the promoters and public shareholding of Amalgamating Company and Amalgamated Company and there has been no change in shareholding pattern of the Resulting Company from the date of filing of Scheme with the Stock Exchanges till the date of the issue of notice to shareholders.

20. AMOUNT DUE TO CREDITORS:

- (i) The amounts due to the secured creditors of the Applicant Company 1/Amalgamated Company and Applicant Company 2/Amalgamating Company as on July 31, 2025 are as follows:

| Sl. No. | Name of the Company | Nos. | Amount (INR) |
|---------|----------------------|------|------------------|
| 1. | Amalgamated Company | 11 | 718,56,41,296.00 |
| 2. | Amalgamating Company | 2 | 186,98,75,955.77 |

- (ii) The amounts due to the unsecured creditors of the Applicant Company 2 / A m a l g a m a t e d Company and Applicant Company 2/Amalgamating Company as on July 31, 2025 are as follows:

| Sl. No. | Name of the Company | Nos. | Amount (INR) |
|---------|----------------------|------|------------------|
| 1. | Amalgamated Company | 4225 | 547,60,70,963.60 |
| 2. | Amalgamating Company | 603 | 281,15,32,728.99 |

- (iii) The Applicant Company 3/Resulting Company has no secured or unsecured creditors.

21. DETAILS OF LEGAL PROCEEDINGS:

- (i) No investigation or proceedings under Sections 206 to 229 of the Act are pending against any of the Applicant Companies.
- (ii) No proceedings for winding up and no proceedings under the provisions of the Insolvency and Bankruptcy Code, 2016 are pending against any of the Applicant Companies.
- (iii) Details of ongoing adjudication and recovery proceedings, prosecution initiated and all other enforcement action taken, if any, and all pending actions against the Applicant Companies and their promoters/ directors/ KMPs are enclosed as **ANNEXURE 20** and also hosted on the websites of Applicant Company 1 and Applicant Company 2. The pending litigation/cases have no effect on the Scheme in any manner.
- 22.** The Applicant Companies have filed copies of the board resolutions approving the proposed Scheme of Arrangement, as approved by their Board of Directors in their respective meetings held on 10.12.2024, with the Registrar of Companies, Kanpur (“**ROC**”). The Scheme has also been filed on August 29, 2025 by each of the Applicant Companies with the ROC in Form GNL-1.
- 23.** The proposed Scheme is not a scheme of corporate debt restructuring (CDR).

24. The proposed Scheme does not provide for any reduction of capital of any of the Applicant Companies.
25. None of the Applicant Companies have accepted deposits from public or issued debentures.
26. The Applicant Company 1 has submitted the applicable information about the Applicant Company 3 (Triveni Power Transmission Ltd) in the format specified for Abridged Prospectus as provided in Part E of Schedule VI of ICDR Regulations 2009 along with Certificate dated 23.10.2025 issued by M/s. D&A Financial Services Pvt. Ltd., a SEBI Registered Merchant Banker, certifying, after following the due diligence process, the adequacy and accuracy of disclosures of information pertaining to Applicant Company 3. A copy of the Abridged Prospectus is annexed hereto as **ANNEXURE- 21** and copy thereof is kept open for inspection at the respective registered offices of the Applicant Company 1 and Applicant Company 2nd also hosted on the websites of Applicant Company 1 and Applicant Company 2. Since, copy of the Abridged Prospectus is being annexed hereto, the information given in the said document is not again repeated herein.
27. The Scheme is in compliance with the provisions of the Companies Act, 2013 and rules framed thereunder and other applicable laws, rules and regulations including SEBI Act, rules, regulations and circulars issued by SEBI including the Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 June 20, 2023 and the securities laws and does not in any way violate, override or limit such provisions.
28. The Applicant Companies will ensure due compliance with all the terms and conditions of the Scheme within the stipulated period, as far as possible.
29. The arrangement as proposed in the Scheme would result in benefit to the members, creditors and all stakeholders of the Applicant Companies, and the Scheme shall not in any manner be prejudicial or adversely affect the interests of the concerned members, creditors and other stakeholders or the general public.
30. (i) The amalgamation of the Applicant Company 2 with the Applicant Company 1 shall be undertaken in accordance with the provisions of Section 2(1B) and the other applicable provisions of the IT Act and Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.
(ii) The demerger of the PTB Undertaking from the Applicant Company 1 with and into the Applicant Company 3 shall be undertaken in accordance with the provision of Section 2(19AA) and other applicable provisions of the IT Act and Sections 230 to \ and other applicable provisions of the Companies Act, 2013.
31. The Scheme of Arrangement and all other documents which are required to be hosted on the websites of the Applicant Company 1 and Applicant Company 2 (being the listed Companies) under the Companies Act, 2013 read with Companies (CAA) Rules, 2016 and the applicable SEBI Circulars, have been so hosted on their respective websites within the prescribed time and the same are being kept updated and open. The observation letters issued by the Stock Exchanges have also been hosted on the websites within 24 hours of receiving the same and the same are being kept open as required under applicable SEBI Circulars. All requirements as per applicable SEBI Circulars have been duly complied with.

32. INSPECTION OF DOCUMENTS:

The documents stated to be kept open for inspection as mentioned in earlier paragraphs, will be available for inspection through electronic mode on the websites of the Applicant Company 1/Amalgamated Company and Applicant Company 2/Amalgamating Company and will also be open for inspection at the respective registered offices of the Applicant Company 1 and Applicant Company 2, **between 11 A.M. to 2 P.M. on all working days up to the conclusion of the last meeting.** For this purpose, the equity shareholders, secured creditors and unsecured creditors of the Applicant Company 2 intending to seek inspection, are advised to send email to shares@ssel.trivenigroup.com of the Applicant Company 2 in advance to avoid any inconvenience to them.

In addition to above documents, all statutory records which are required to be kept open for inspection at general/ annual general meetings, shall also be kept open for inspection.

NOTE: COPIES OF THE SCHEME AND THE EXPLANATORY STATEMENT ETC. CAN BE OBTAINED BY THE RESPECTIVE EQUITY SHAREHOLDERS, SECURED CREDITORS AND UNSECURED CREDITORS FREE OF CHARGE AT THE REGISTERED OFFICE OF THE APPLICANT COMPANY 2 IN ACCORDANCE WITH SECOND PROVISIO TO SECTION 230(3) AND RULE 7 CAA RULES, 2016. COPY OF THE COMPOSITE SCHEME OF ARRANGEMENT AND THE ABOVE EXPLANATORY/ DISCLOSURE STATEMENT WILL BE SUPPLIED BY THE APPLICANT COMPANY 2 TO A SHAREHOLDER/ SECURED CREDITOR/UNSECURED CREDITOR WITHIN ONE DAY OF RECEIPT OF SUCH A REQUEST.

Sd/-

(Geeta Bhalla)

Authorized Officer of:

Sir Shadi Lal Enterprises Limited

Applicant Company 2/

Amalgamating Company

Sd/-

(Subrata Kumar Dash)

Chairperson for the Meeting

appointed by the Hon'ble National

Company Law Tribunal,

Allahabad Bench, Prayagaraj

Dated : October 25, 2025