

November 28, 2025

To

Deputy Manager
Listing Compliance and Operations
BSE Limited ("BSE")
P.J. Towers, Dalal Street
Mumbai, Maharashtra – 400 001

Kind Attention: Mr. Raghav Garg, Deputy Manager, Listing Compliance and Operations

Sub: Composite Scheme of Arrangement amongst Triveni Engineering & Industries Limited ("Amalgamated Company" / "Demerged Company" / "Company") and Sir Shadi Lal Enterprises Limited ("Amalgamating Company") and Triveni Power Transmission Limited ("Resulting Company") and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of Companies Act, 2013 and rules made thereunder ("Scheme").

Ref: Response to BSE's e-mail dated November 19, 2025

Dear Sir,

With reference to your e-mail dated November 19, 2025 read with the Observation Letter bearing reference no. DCS/AMAL/NB/R37/3734/2025-26 dated August 07, 2025, issued by BSE in relation to the aforesaid Scheme ("BSE Observation Letter"), please find below our responses to your e-mail.

Kindly note that, the Notice in pursuance of sub-section (5) of Section 230 of the Companies Act, 2013 and as directed by the Hon'ble National Company Law Tribunal, Allahabad Bench, was filed on the BSE Listing Centre vide **acknowledgement Reference no. 252214 dated November 21, 2025.**

Further as required, enclosed herewith as **Schedule-A** is the para wise compliance status providing clear references with page no./ clause for the disclosures that were directed to be made to the shareholders in explanatory statement with respect to the BSE Observation Letter issued in the matter. *For the purpose of **Schedule-A**, the explanatory statement to the notice dated November 03, 2025 convening the meeting of the equity shareholders of the Company in respect of the Scheme, has been referred to as the "Explanatory Statement".*

Request you to kindly take the above on record and oblige.

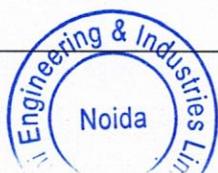
Yours sincerely,
For **Triveni Engineering & Industries Limited**

Geeta Bhalla
Gp Vice President &
Company Secretary
M.No.- A9475

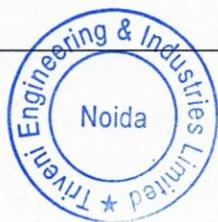


Schedule-A

S. No.	Particulars	Compliance Status	Paragraph and Page Number of the Explanatory Statement (where applicable)
1.	The Entities shall disclose[s] all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters, and directors, before Hon'ble NCLT and shareholders, while seeking approval of the Scheme.	Yes	Please refer to Paragraph 21 of the Explanatory Statement on Page 53, read with Annexure-20 appended with the Explanatory Statement on Page 492.
2.	The Entities shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the stock exchange, from the date of receipt of this letter, is displayed on the websites of the listed company and the stock exchanges.	Yes/ Will be complied when becomes due	-
3.	The Entities shall ensure compliance with the SEBI circulars issued from time to time. The entities involved in the Scheme shall duly comply with various provisions of the Master Circular and ensure that all the liabilities of Transferor Company are transferred to the Amalgamated Company.	Yes/ Will be complied when becomes due	-
4.	The entities are advised that information [the information] pertaining to all the Unlisted Companies, if any, involved in the scheme, shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.	Yes	Please refer to Paragraph 26 of the Explanatory Statement on Page 53, read with Annexure-21 appended with the Explanatory Statement on Page 500.
5.	The Entity shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.	Yes	-
6.	The entities are advised that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders.	Yes	The salient features of the Scheme have been set out in Paragraph 10 of the Explanatory Statement on Pages 38-44. The rationale/ justification of the Scheme has been set out in Paragraph 13 of the Explanatory Statement on Page 46.



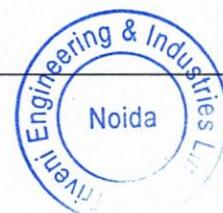
S. No.	Particulars	Compliance Status	Paragraph and Page Number of the Explanatory Statement (where applicable)
			In addition, the copy of the Scheme has been appended as Annexure -1 to the Explanatory Statement on Page 56.
7.	The Entities are advised that the proposed equity shares, if any, to be issued in terms of the "Scheme" shall mandatorily be in demat form only.	Will be complied when becomes due	-
8.	The entities are advised that the "Scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.	Will be complied when becomes due	-
9.	No changes to the draft scheme except those mandated by the regulators/ authorities/ tribunals shall be made without specific written consent of SEBI.	Yes/ Will be complied	-
10.	The entities are advised that the observations of SEBI/Stock exchanges shall be incorporated in the petition to be filed before NCLT and the company is obliged to bring the observations to the notice of NCLT.	Yes	-
11.	The entities are advised to comply with all the applicable provisions of Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme.	Yes/ Will be complied when becomes due	-
12.	The company is advised to ensure disclosure [hat] the following additional disclosure to the public shareholders as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act, 2013, to enable them to take an informed decision.	Yes	<i>Please see below the required details with respect to each sub-para.</i>
	(i) Details of assets, liabilities, net worth and revenue of the companies involved, pre and post scheme.	Yes	For the required details in respect of the Amalgamated Company, please refer to Paragraph 5(vii) and 5(viii) of the Explanatory Statement on Pages 21-24. For the required details in respect of the Amalgamating Company, please refer to



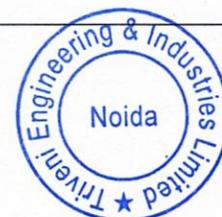
S. No.	Particulars	Compliance Status	Paragraph and Page Number of the Explanatory Statement (where applicable)
			Paragraph 6(vii) and 6(viii) of the Explanatory Statement on Pages 27-31. For the required details in respect of the Resulting Company, please refer to Paragraph 7(vii) and 7(viii) of the Explanatory Statement on Pages 33-36.
	(ii) Impact of scheme on revenue generating capacity of Amalgamated Company.	Yes	Please refer to Paragraph 12 of the Explanatory Statement on Page 45.
	(iii) Need and Rationale of the scheme, Synergies of business of the companies involved in the scheme, Impact of the scheme on the shareholders and cost benefit analysis of the scheme.	Yes	Please refer to Paragraph 13 of the Explanatory Statement on Page 46, and Paragraph 15 of the Explanatory Statement on Pages 47-49.
	(iv) Value of assets and liabilities of Amalgamating Company that are being transferred to Amalgamated Company.	Yes	Please refer to Paragraph 11 of the Explanatory Statement on Page 45.
	(v) Details/ facts about the basis of valuation including projections considered for valuation of transferor and transferee companies along with justification for growth rate considered for valuation.	Yes	Please refer to Paragraph 14 of the Explanatory Statement on Pages 46-47, read with Annexure-7 appended with the Explanatory Statement on Page 180, and Annexure-8 appended with the Explanatory Statement on Page 206.
	(vi) Details/ facts about the basis of valuation pertaining to the demerger of PTB undertaking of the Demerged Company into the Resulting Company along with the justification for the methodology adopted	Yes	Please refer to Paragraph 14 of the Explanatory Statement on Pages 46-47, read with Annexure-7 appended with the Explanatory Statement on Page 180, and Annexure-8 appended with the Explanatory Statement on Page 206.
	(vii) Latest financials of Amalgamating and Amalgamated companies should be updated on the Website and same also to be disclosed in the explanatory statement.	Yes	Please refer to: (a) Annexure-3 appended with the Explanatory Statement on Page 112, in respect of the Amalgamated Company. (b) Annexure-4 appended with the Explanatory Statement on Page 116, in respect of the Amalgamating Company; and (c) Annexure-6 appended with the Explanatory Statement on Page 148 in respect of the Resulting Company.



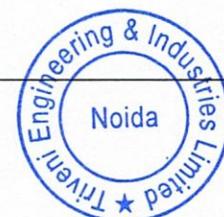
S. No.	Particulars	Compliance Status	Paragraph and Page Number of the Explanatory Statement (where applicable)
	(viii) Revised shareholding pattern of Amalgamating and Amalgamated companies Pre and Post-Merger.	Yes	Please refer to Paragraph 19 of the Explanatory Statement on Pages 51-52.
	(ix) Pre and Post scheme shareholding of Amalgamating and Amalgamated companies as on the date of notice of Shareholders meeting along with rationale for changes, if any, occurred between filing of Draft Scheme to Notice to shareholders.	Yes	Please refer to Paragraph 19 of the Explanatory Statement on Pages 51-52.
	(x) Disclose all pending actions against the entities involved in the scheme its promoters/directors/KMPs and possible impact of the same on the Amalgamated Company to the shareholders.	Yes	Please refer to Paragraph 21 of the Explanatory Statement on Page 53, read with Annexure-20 appended with the Explanatory Statement on Page 492.
	(xi) The entities shall ensure that applicable additional information, if any to be submitted to SEBI along with draft scheme of arrangement as advised by email dated August 07, 2025 shall form part of disclosures to the shareholders.	Yes	Please refer to Annexure-19(a) and Annexure-19(b) appended with the Explanatory Statement on Pages 301 and 394 respectively.
13.	It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations.	Noted	-
14.	Accordingly, based on aforesaid comment offered by SEBI, the Company is hereby advised: <ul style="list-style-type: none"> To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website. To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website. To duly comply with various provisions of the circulars. 	Will be complied when becomes due	-



S. No.	Particulars	Compliance Status	Paragraph and Page Number of the Explanatory Statement (where applicable)
15.	Where applicable in the explanatory statement of the notice to be sent by the Company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated June 20, 2023.	Yes	Please refer to Paragraph 26 of the Explanatory Statement on Page 53, read with Annexure-21 appended with the Explanatory Statement on Page 500.
16.	The listing of equity shares of Triveni Power Transmission Limited shall be subject to SEBI granting relaxation under Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 and compliance with the requirements of SEBI circular. No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023. Further, Triveni Power Transmission Limited shall comply with SEBI Act, Rules, Regulations, directions of the SEBI and any other statutory authority and Rules, Byelaws, and Regulations of the Exchange. The Companies shall fulfill the Exchange's criteria for listing the securities of such Companies and also comply with other applicable statutory requirements. However, the listing of shares of Triveni Transmission Limited is at the discretion of the Exchange.	Will be complied when becomes due	-
17.	To submit the Information Memorandum containing all the information about [of] Triveni Power Transmission Limited in line with the disclosure requirements applicable for public issues with BSE, for making the same available to the public through the website of the Exchange. Further, the Companies are also advised to make the same available to the public through its website.	Will be complied when becomes due	-
18.	To publish an advertisement in the newspapers containing all details of Triveni Power Transmission Limited in line with the details required as per the aforesaid SEBI circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as BSE.	Will be complied when becomes due	-



S. No.	Particulars	Compliance Status	Paragraph and Page Number of the Explanatory Statement (where applicable)
19.	To disclose all the material information about [of] Triveni Power Transmission Limited to BSE on continuous basis so as to make the same public, in addition to the requirements, if any, specified in Listing Agreement for disclosures about the subsidiaries.	Will be complied when becomes due	-
20.	<p>The following provision shall be incorporated in the scheme:</p> <ul style="list-style-type: none"> • <i>“The shares allotted pursuant to the Scheme shall remain frozen in the depository system till listing/trading permission is given by the designated stock exchange.”</i> • <i>“There shall be no change in the shareholding pattern of Triveni Power Transmission Limited between the record date and the listing which may affect the status of this approval.”</i> 	Yes	Please refer to Clause 3.11.8, 4.12.5 and 4.12.6 of Annexure-1 appended with the Explanatory Statement on Pages 80 and 92 respectively.
21.	You are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also in your application for approval of the scheme of Arrangement.	Yes	Please refer to Paragraph 18 of the Explanatory Statement on Pages 49-50, and Annexure-17 appended with the Explanatory Statement on 269.
22.	<p>It may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act) read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon’ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be <u>is required to be served upon the Exchange seeking representations or objections if any.</u></p> <p>In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has <u>already introduced an online system of serving such Notice along with</u></p>	Yes	Notice in pursuance of sub-section (5) of Section 230 of the Companies Act, 2013 and as directed by the Hon’ble National Company Law Tribunal, Allahabad Bench, was filed on the BSE Listing Centre vide acknowledgement Reference no. 252214 dated November 21, 2025.



S. No.	Particulars	Compliance Status	Paragraph and Page Number of the Explanatory Statement (where applicable)
	<p><u>the relevant documents of the proposed schemes through the BSE Listing Centre.</u></p> <p>Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, <u>would be accepted and processed through the Listing Centre only and no physical filings would be accepted.</u></p>		

