ANNEXURE-IV

ANNEXURE M Additional Requirements

Part-A

S. No.	Particulars	Yes/ No/ Not Applicable	Remarks	Annexure (Document Provided)
1.	Apportionment of losses of the listed company among the companies involved in the scheme.	Not Applicable	In case of demerger- it is not applicable as demerged company doesn't have any losses.	
2.	Details of assets, liabilities, revenue and net worth of the companies involved in the scheme, both pre and post scheme of arrangement, along with a write up on the history of the demerged undertaking/Transferor Company certified by Chartered Accountant (CA).			Annexure M-1
3.	Any type of arrangement or agreement between the demerged company/resulting company/merged/amalgamated company/ creditors / shareholders / promoters / directors/etc., which may have any implications on the scheme of arrangement as well as on the shareholders of listed entity.	Not applicable	There is no such arrangement or agreement between the demerged company/resulting company/merged/amalgamated company/ creditors / shareholders / promoters / directors/etc., which may have any implications on the scheme of arrangement as well as on the shareholders of listed entity.	
4.	Reasons along with relevant provisions of Companies Act, 2013 or applicable laws for proposed utilization of reserves viz. Capital Reserve, Capital Redemption Reserve, Securities premium, as a free reserve, certified by CA.	Not applicable	We assume that Q 4-7 are pertaining to cases where there is a capital reduction and reorganisation envisaged in the scheme. Since no capital reduction and re-organization is envisaged in the proposed Scheme, the said questions are not applicable in our case.	
5.	Built up for reserves viz. Capital Reserve, Capital Redemption Reserve, Securities premium, certified by CA.	Not Applicable	-Do-	sing & Ing

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6.	Nature of reserves viz. Capital Reserve, Capital Redemption Reserve, whether they are notional and/or unrealized, certified by CA.	Not applicable	-Do-	
7.	The built up of the accumulated losses over the years, certified by CA.	Not applicable	-Do-	
8.	Relevant sections of Companies Act, 2013 and applicable Indian Accounting Standards and Accounting treatment, certified by CA.	Yes	The accounting treatment specified in the proposed Scheme, in terms of the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, is in compliance with applicable Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, and generally accepted accounting principles in India. The same has been certified by the respective Statutory Auditors of the Companies involved in the Scheme. The said Certificates are enclosed as Annexure M-2	Annexure M-2
9.	Details of shareholding of companies involved in the scheme at each stage, in case of composite scheme.	Yes		Annexure M-3
10.	Whether the Board of unlisted company has taken the decision regarding issuance of Bonus shares. If yes provide the details thereof. If not, provide the reasons thereof.	Not applicable		
11.	List of comparable companies considered for comparable companies' multiple method.	Yes		Annexure M-4
12.	Share Capital built-up in case of scheme of arrangement involving unlisted entity/entities, certified by CA.	Yes		Annexure M-5 collectively
13.	Any action taken/pending by Govt./Regulatory body/Agency against all the entities involved in the scheme.	No	No regulatory action under securities laws is pending against any of the entities involved in the Scheme.	
14.	Comparison of revenue and net worth of demerged undertaking with the total revenue and net worth of the listed entity in last three financial years.	Yes 2	Ring & India	Annexure M-6

institution in the second	* *		1
Detailed rationale for arriving at the swap ratio for issuance of shares as proposed in the draft scheme of arrangement by the Board of Directors of the listed company.	Yes	The Registered Valuers have used Income Approach (Discounted Cash Flow Method) and Market Approach (Market Price Method and Comparable Companies Multiple Method) to arrive at fair share exchange ratio for the proposed Amalgamation. However, they have not carried out any valuation in respect of share entitlement ratio as the proposed demerger will not have any impact on economic and beneficial interest of the equity shareholders of the Demerged Company. A copy of the said Joint Valuation Report dated December 9, 2024 providing full justification and rationale in respect of the share exchange ratio and share entitlement ratio is enclosed as Annexure 2 of Application to NSE Further, D&A Financial Services (P) Ltd., an independent SEBI registered category I Merchant Banker in its Fairness Opinion Report, has also opined that the Share Entitlement Ratio is fair and reasonable from a financial point of view to the shareholders of Demerged Company. A copy of the said Report is enclosed as	
In case of Demerger, basis for division of assets and liabilities between divisions of Demerged entity.	Yes	Each of the business undertakings of the Demerged Company maintain their separate books of accounts. Certain assets and liabilities are also maintained centrally at the Head Office level, which are allocated to the concerned business undertakings. The demerged business is the power transmission business, i.e., "PTB" as defined in Clause 1.2.19 of the proposed Composite Scheme of Arrangement and the demerged undertaking is the "PTB Undertaking" as defined in Clause 1.2.20 of the proposed Composite Scheme of Arrangement, comprising all the assets and liabilities pertaining to the PTB, as	
	In case of Demerger, basis for division of assets and liabilities between divisions of Demerged	at the swap ratio for issuance of shares as proposed in the draft scheme of arrangement by the Board of Directors of the listed company. In case of Demerger, basis for division of assets and liabilities between divisions of Demerged entity. Yes	at the swap ratio for issuance of shares as proposed in the draft scheme of arrangement by the Board of Directors of the listed company. In case of Demerger, basis for division of assets and liabilities between divisions of Demerged entity. In case of Demerger, basis for division of assets and liabilities between divisions of Demerged entity. The demerged business is the power transmission business, i.e., "PTB" as defined in Clause 1,20 of the proposed Composite Scheme of Arrangement and the demerged undertakings. In care of Arrangement and the demerged guider and the demerged undertakings. In demerged business is the power for the proposed Composite Scheme of Arrangement and the demerged undertaking is the "PTB" undertaking" as defined in Clause 1,20 of the proposed Composite Scheme of Arrangement and the demerged undertaking is the "PTB" undertaking" as defined in Clause 1,20 of the proposed Composite Scheme of Arrangement and the demerged undertaking is the "PTB" undertaking" as defined in Clause 1,20 of the proposed Composite Scheme of Arrangement and the demerged undertaking is the "PTB" undertaking" as defined in Clause 1,20 of the proposed Composite Scheme of Arrangement and the demerged proposed Compos

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			more elaborately detailed in the proposed Composite Scheme of Arrangement.	
17.	How the scheme will be	Yes	As mentioned in the rationale of	Pre and Post
1 7.	beneficial to public	108	the Scheme –	
	shareholders of the Listed			Shareholding
			1. The proposed amalgamation of	pattern is
	entity and details of change in		the Amalgamating Company into	enclosed as
	value of public shareholders		the Amalgamated Company will	Annexure -
	pre and post scheme of		create and provide operational	M-7
	arrangement.		synergies, economies of scale,	(collectively)
			optimum utilization of resources,	;
			elimination of duplication and	
			rationalization 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	
			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.	
			2. In consideration for the	
			amalgamation of the	
			Amalgamating Company with the	
	,		Amalgamated Company, all the	
			members of the Amalgamating	
			Company as on Record Date 1	
			shall receive equity shares of the	
			Amalgamated Company, and the	
			SSEL Promoter Shareholding	
			shall get cancelled. Further, in	
			consideration for the demerger of	
			the PTB Undertaking into the	
			Resulting Company, all the shareholders of the Demerged	
			Company as on Record Date 2	
			shall receive equity shares of the	
			Resulting Company in the same	
			proportion as their holding in the	
			Demerged Company, such that the	
			Existing Equity Shares of the	
			Demerged Company shall	
			continue to be held by the	
			Demerged Company in the	Į
			Resulting Company.	
و	00 & /2		Therefore, the Scheme is not	***************************************
1			detrimental to the shareholders of	
L /ig	Noida O		the Company.	
(5)	(Moida / M)	4		

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			Additionally, the share exchange ratio for the amalgamation and the share entitlement ratio of the demerger under the Scheme is fair, and in light of the rationale set out under the Scheme, the Scheme is beneficial to the shareholders of the Company.	
18.	Tax/other liability/benefit arising to the entities involved in the scheme, if any.		1. The amalgamation and demerger pursuant to the proposed Composite Scheme of Arrangement is not considered as a transfer under Sections 47(vi) and 47(vib) of the Income tax Act 1961 ("the Act") and consequently no capital gains shall arise consequent to such amalgamation or demerger in the hands of any of the entities involved in the proposed Composite Scheme of Arrangement. 2. The Amalgamated Company shall be eligible to claim set-off and carry forward of accumulated loss and unabsorbed depreciation relating to the Amalgamating Company subject to fulfillment of conditions prescribed under Section 72A of the Act read with the Rules framed in this regard.	
19.	Revenue, PAT and EBIDTA (in value and percentage terms) details of entities involved in the scheme for all the number of years considered for valuation. Reasons justifying the EBIDTA/PAT margin considered in the valuation report.	Yes	•	Annexure M-8
20.	Confirmation from valuer that the valuation done in the scheme is in accordance with applicable valuation standards.	Yes	As explained in the joint valuation report issued by Finvox Analytics and SSPA & Co. dated December 9, 2024, the valuation has been performed in accordance with the ICAI Valuation Standard, 2018. A copy of the said Report is enclosed as Annexure 2 of our NSE Application.	
21.	Confirmation from Company that the scheme is in compliance with the applicable securities laws.	Yes		Annexure M-9
22.	Confirmation that the arrangement proposed in the scheme is yet to be executed.	Yes	For Triveni Enginee	Annexure M-10

Group Vice President & Company Secretary



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Mob.: 981 0759985

Mob.: 981 0759985
E-mail: dng21k@gmail.com

Devendra Gufta & Associates

CHARTERED ACCOUNTANTS

To. The Board of Directors, Triveni Engineering & Industries Limited Corporate Office: 8th Floor, Express Trade Towers, Plot 15 & 16, Sector 16 A, Noida, Uttar Pradesh - 201301, India

The Board of Directors, Sir Shadi Lal Enterprises Limited Regd Office: A-44, Hosiery Complex, Phase II Extension, Noida, Uttar Pradesh - 201305, India

Subject: Certificate on the pre-Scheme and post-Scheme Assets, Liabilities, Net worth and Revenue of the Amalgamated Company & Amalgamating Company in relation to Part III of the proposed Composite Scheme of Arrangement between Triveni Engineering & Industries Limited ("Amalgamated Company") and Sir Shadi Lal Enterprises Limited ("Amalgamating Company") and their respective shareholders and creditors under section 230 to 232 and other applicable provisions of the Companies Act, 2013.

- 1. This certificate is issued at the request of management of the Triveni Engineering & Industries Limited and Sir Shadi Lal Enterprises Limited.
- 2. The Board of Directors of Triveni Engineering & Industries Limited and Sir Shadi Lal Enterprises Limited, at their respective meetings held on December 10, 2024 has inter-alia approved the proposed Composite Scheme of Arrangement amongst Triveni Engineering & Industries Limited ("Amalgamated Company / Demerged Company"), Sir Shadi Lal Enterprises Limited ("Amalgamating Company"), Triveni Power Transmission Limited ("Resulting Company") and their respective shareholders and creditors (hereinafter the "Scheme"), in terms of the provisions of sections 230 to 232 and all other applicable provisions of the Companies Act, 2013 ("the Act") and SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 ('SEBI Master Circular').
- 3. We have examined the accompanying Statement of pre-Scheme and post-Scheme details of assets, liabilities, revenue and net worth of the Amalgamated Company and the Amalgamating Company as at September 30, 2024 (hereinafter referred together as the "Statement" and enclosed Annexure A to this Certificate) prepared by the management, which we have initialed for identification purposes only. The Statement together with our certificate thereon is required by the companies pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') for onwards submission to the BSE Limited (BSE), National Stock Exchange of India Limited (NSE) (collectively referred as

'Stock exchanges'), Securities and Exchange Board of India (SEBI), National Company Law Tribunal (NCL T) and other regulatory authorities in connection with the Scheme.

4. The post-Scheme details of assets, liabilities, net worth and revenue are provisional and has been prepared by the management to indicate the effect of the proposed amalgamation on the financial position / performance of the Amalgamated and Amalgamating Company respectively. The same will undergo changes on the Appointed Date (defined to be April 1, 2025 or such other date as may be approved by the NCLT). The actual financial position/ performance, which may prevail after the Scheme becomes effective may vary, from the calculations as in the Statement.

Management's Responsibility

- 5. The accompanying Statement is the responsibility of the Management of the respective companies, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- 6. The Management of the respective companies are also responsible for ensuring that each company complies with the relevant laws and regulations, including the applicable accounting standards as aforesaid and circulars issued under SEBI LODR and also provide relevant information to the NCLT and any other regulatory authority in connection with the Scheme.

Auditor's Responsibility

- 7. Pursuant to the requirements of the Scheme, it is our responsibility to provide a reasonable assurance in the form of an opinion based on our examination whether:
 - (i) the amounts that form part of pre-Scheme assets, liabilities and net worth as at September 30, 2024 and the revenue for the year ended March 31, 2024 and for the six months period ended September 30, 2024 of the Amalgamated Company and Amalgamating Company have been accurately extracted from the books of account underlying the unaudited limited reviewed financial statements for the six months ended September 30, 2024 and the audited financial statements for the year ended March 31, 2024 and whether the post-Scheme figures have been considered after giving effect to the accounting treatment prescribed in Clause 3.13 of the Scheme;
 - (ii) the computation of pre-Scheme and post-Scheme assets, liabilities, net worth and revenue of Amalgamated Company and Amalgamating Company respectively is arithmetically correct.



- 8. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
- 9. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the applicable criteria as mentioned in paragraph 7 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the applicable criteria. Accordingly, we have performed the following procedures in relation to the Statement:
 - a) Traced and agreed the amounts in the computation of pre-Scheme assets, liabilities and net worth of the Amalgamated Company and Amalgamating Company to the respective unaudited limited reviewed financial statements of the Amalgamated Company and Amalgamating Company as at September 30, 2024 and in case of revenue for the year ended March 31, 2024 and for the six-months period ended September 30, 2024 of the Amalgamated Company and Amalgamating Company, traced and agreed the amounts to the respective audited financial statements for the year ended March 31, 2024 and the unaudited limited reviewed financial statements for the six-months period ended September 30, 2024 respectively, of the Amalgamated Company and Amalgamating Company. The post-Scheme assets, liabilities, net worth and revenue of the Amalgamated Company have been considered after duly giving effect to the accounting treatment prescribed in Clause 3.13 of the Scheme;
 - b) We have obtained a copy of the Scheme as approved by the Board of Directors of both the companies in their respective meetings held on December 10, 2024 proposed to be filed by the companies with the NCLT and other regulatory authorities. We have read the same and noted the impact of the proposed accounting treatment mentioned in Clause 3.13 of the Scheme. We have not performed any other procedures in this regard;
 - c) Tested the arithmetical and clerical accuracy of the Statement;
 - d) Performed necessary inquires with the management and obtained necessary representations.

Opinion

- 10. Based on the procedures performed by us as referred to in paragraph 9 above and according to the information, explanations and management representations received by us, we are of the opinion that:
 - (i) the amounts that form part of pre-Scheme assets, liabilities and net worth as at September 30, 2024 and revenue for the year ended March 31, 2024 and six months period ended September 30, 2024 of the Amalgamated Company and the Amalgamating Company have been accurately extracted;



- (ii) the amounts that form part of post-Scheme assets, liabilities and net worth as at September 30, 2024 and revenue for the year ended March 31, 2024 and for the six months period ended September 30, 2024 are accurate and
- (iii) the computation of pre-Scheme and post Scheme financials is arithmetically correct.

Restriction on Use

11. This certificate is addressed to and provided to the Board of Directors of both the companies solely for the purpose given in paragraph 3 above and should not be used by any other person or for any other purpose without the prior written consent of the client.

For Devendra Gupta & Associates

Chartered Accountants

Firm Registration Number: 031500N

Devendra Kumar Gupta

Proprietor

M. No.: 096622

UDIN: 24096622BKCSYL3402

Place: North Date: December 10, 2024



Annexure A

Details of assets, liabilities, net worth and revenue of the companies involved in the scheme, both pre and post scheme in relation to Part III of the proposed Composite Scheme of Arrangement ("Scheme") between Triveni Engineering & Industries Limited ("Amalgamated Company") and Sir Shadi Lal Enterprises Limited ("Amalgamating Company") and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013

Name of the Amalgmated Company - Triveni Engineering & Industries Limited (Part III of the Composite Scheme of Arrangement)

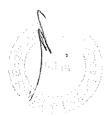
(Fin crores)

		(₹ xn crores)
Particulars	Pre Scheme	Post Scheme
Property, plant and equipment, intangible assets, capital work-in-progress, investment property, goodwill and right-of-use assets	1824.29	2111.08
Financial Assets	748.75	652.27
Other Assets	1274.61	1336.88
Total Assets (A)	3847.65	4100.23
Financial Liabilities	625.91	946.18
Other Liabilities	345.82	362.57
Total Liabilities (B)	971.73	1308.75
Less Reserves not forming part of net worth as per definition of Companies Act		
Capital Reserve	28.56	(50.36)
Amalgamation Reserve	9.26	9.26
Cash Flow Hedging Reserve	(0.30)	(0.30)
Cost of Hedging Reserve	0.18	0.18
Total Reserves not forming part of Net worth (C) (Refer note 1)	37.70	(41.22)
Net worth [(A)-(B)-(C)]	2838.22	2832.70
Gross Revenue from sale of products and services for year ended 31.03.2024	6149.14	6611.29
Gross Revenue from sale of products and services for six months period ended 30.09.2024	3262.11	3378.18

Name of the Amalgmating Company - Sir Shadi Lal Enterprises Limited (Part III of the Composite Scheme of Arrangement)

(₹ in crores)

Particulars Particulars	Pre Scheme	Post Scheme
Property, plant and equipment, intangible assets and capital work-in-progress	79.09	
Financial Assets	5.52	
Other Assets	62.31	
Total Assets (A)	146.92	
Financial Liabilities	335.67	71 - C 45
Other Liabilities	17.39	Refer Note 5
Total Liabilities (B)	353.06	
Net worth [(A)-(B)]	(206.14)	
Gross Revenue from sale of products and services for year ended 31.03.2024	462.15	
Gross Revenue from sale of products and services for six months period ended 30.09.2024	118.97	







Notes:

- 1. Net worth has been computed in terms of regulation 2(1)(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with sub-section (57) of section 2 of the Companies Act, 2013, which defines it as the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
- 2. The assets, liabilities and net worth of the Amalgamating and Amalgamated Companies have been calculated basis the Scheme and the respective unaudited limited reviewed financial statements as at September 30, 2024. The calculations are provisional and prepared to indicate the effect of the proposed amalgamation on the financial position/ performance of the Amalgamating and the Amalgamated Companies. The same will undergo changes on the Appointed Date (which has been defined in the proposed Scheme to be: April 1, 2025 or such other date as may be approved by the NCLT) and the actual financial position which may prevail on the Appointed Date may vary from the above stated figures.
- 3. Though the Appointed Date as mentioned in the proposed Scheme is April 1, 2025 or such other date as may be approved by the NCLT, for the purpose of indicating the impact of the amalgamation, the pre-Scheme and post-Scheme gross revenue from sale of products and services of the Amalgamating and the Amalgamated Companies have been depicted basis the figures for the year ended March 31, 2024 as well for the 6 months period ended September 30, 2024 as per their respective audited financial statements for the year ended March 31, 2024 and unaudited limited review financial statements for the 6 months period ended September 30, 2024. The actual post-Scheme Gross Revenue may vary from the above stated figures.
- 4. Triveni Engineering & Industries Limited (TEIL) entered into a business combination by acquiring majority stake in Sir Shadi Lal Enterprises Limited in June'24. The post-Scheme assets, liabilities and net worth of the Amalgamted Company is after eliminating intercompany balances and after considering the business combination, which, pending determination of fair values of assets & liabilities acquired, has been accounted for in the consolidated financial statements of TEIL as at September 30, 2024 at book values. Further, the post-Scheme revenue of the Amalgamated Company for the six months period ended September 30, 2024 has been considered after eliminating inter-company transactions which had occured during this period. No such eliminations are required to be made in respect of revenue for the year ended March 31, 2024.
- 5. The Amalgamating Company was incorporated on June 13, 1933 under the name "Upper Doab Sugar Mills Limited". The name of Amalgamating Company was subsequently changed to Sir Shadi Lal Enterprises Limited on September 25, 1982. It is engaged in the business of manufacturing sugar and alcohol/ethanol with two manufacturing units in Uttar Pradesh sugar plant of capacity 7500 TCD and a distillery of capacity 100 KLPD both located at Shamli, Uttar Pradesh. Upon the proposed Scheme becoming effective, the Amalgamating Company shall stand dissolved without following the procedure of winding up and without any further act, instrument or deed. Accordingly, there shall be no post-Scheme assets, liabilities, net worth or revenues of the Amalgamating Company.

For Triveni Engineering & Industries Limited

Suresh Taneja Group CFO

Place : Nolda

Date: December 10, 2024

For Sir Shadi Lal Enterprises Limited

R. K. Goel

Place : Noida

Date: December 10, 2024



Mob.: 9810759985

E-mail : dng21k@gmail.com

Devendra Gupta & Associates CHARTERED ACCOUNTANTS

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To, The Board of Directors, Triveni Engineering & Industries Limited Corporate Office: 8th Floor, Express Trade Towers, Plot 15 & 16, Sector 16 A, Noida, Uttar Pradesh - 201301, India

Subject: Certificate on the pre-Scheme and post-Scheme Assets, Liabilities, Net worth and Revenue of the Demerged Company & Resulting Company in relation to Part IV of the proposed Composite Scheme of Arrangement between Triveni Engineering & Industries Limited ("Demerged Company") and Triveni Power Transmission Limited ("Resulting Company") and their respective shareholders and creditors under section 230 to 232 and other applicable provisions of the Companies Act, 2013.

- 1. This certificate is issued at the request of management of the Triveni Engineering & Industries Limited.
- 2. The Board of Directors of Triveni Engineering & Industries Limited ("the Company / Amalgamated Company / Demerged Company"), at their meeting held on December 10, 2024 has inter-alia approved the proposed Composite Scheme of Arrangement amongst the Company, Sir Shadi Lal Enterprises Limited ("Amalgamating Company"), Triveni Power Transmission Limited ("Resulting Company") and their respective shareholders and creditors (hereinafter the "Scheme"), in terms of the provisions of sections 230 to 232 and all other applicable provisions of the Companies Act, 2013 ("the Act") and SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 ('SEBI Master Circular').
- 3. We have examined the accompanying Statement of pre-Scheme and post-Scheme details of assets, liabilities, revenue and net worth of the Demerged Company and the Resulting Company as at September 30, 2024 (hereinafter referred together as the "Statement" and enclosed Annexure A to this Certificate) prepared by the management, which we have initialled for identification purposes only. The Statement together with our certificate thereon is required by the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') for onwards submission to the BSE Limited (BSE), National Stock Exchange of India Limited (NSE) (collectively referred as 'Stock exchanges'), Securities and Exchange Board of India (SEBI), National Company Law Tribunal (NCL T) and other regulatory authorities in connection with the Scheme.
- 4. The post-Scheme details of assets, liabilities, net worth and revenue are provisional and has been prepared by the management to indicate the effect of the proposed demerger on the financial position / performance of the Demerged and Resulting Company respectively. The same will undergo changes on the Appointed Date (defined to be the same as the Effective Date in the Scheme). The actual financial position/performance, which may prevail after the Scheme becomes effective may vary, from the calculations as in the Statement.



Management's Responsibility

- 5. The accompanying Statement is the responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- 6. The Management is also responsible for ensuring that the Company complies with the relevant laws and regulations, including the applicable accounting standards as aforesaid and circulars issued under SEBI LODR and also provide relevant information to the NCL T and any other regulatory authority in connection with the Scheme.

Auditor's Responsibility

- 7. Pursuant to the requirements of the Scheme, it is our responsibility to provide a reasonable assurance in the form of an opinion based on our examination whether:
 - (i) the amounts that form part of pre-Scheme assets, liabilities and net worth as at September 30, 2024 and the revenue for the year ended March 31, 2024 and for the six months period ended September 30, 2024 of the Demerged Company have been accurately extracted from the books of account underlying the unaudited limited reviewed financial statements for the six months ended September 30, 2024 and the audited financial statements for the year ended March 31, 2024 and whether the post-Scheme figures have been considered after giving effect to the accounting treatment prescribed in Clause 4.8 of the Scheme;
 - (ii) the computation of pre-Scheme and post-Scheme assets, liabilities, net worth and revenue of Demerged Company and Resulting Company respectively is arithmetically correct.
- 8. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
- 9. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the applicable criteria as mentioned in paragraph 7 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the applicable criteria. Accordingly, we have performed the following procedures in relation to the Statement:
 - a) Traced and agreed the amounts in the computation of pre-Scheme assets, liabilities and net worth of the Demerged Company to the unaudited limited reviewed financial statements of the Company as at September 30, 2024 and in case of revenue for the year ended March 31, 2024 and for the six-months period ended September 30, 2024, traced and agreed the amounts to the audited financial statements for the year ended

March 31, 2024 and the unaudited limited reviewed financial statements for the six-months period ended September 30, 2024 respectively, of the Demerged Company. In case of the Resulting Company, we have considered the amount received towards equity share capital issued by it as the pre-Scheme assets & net worth. The post-Scheme assets, liabilities, net worth and revenue of the Demerged Company and the Resulting Company have been considered after duly giving effect to the accounting treatment prescribed in Clause 4.8 of the Scheme;

- b) We have obtained a copy of the Scheme as approved by the Board of Directors of the Company in their meeting held on December 10, 2024 proposed to be filed by the Company with the NCLT and other regulatory authorities. We have read the same and noted the impact of the proposed accounting treatment mentioned in Clause 4.8 of the Scheme. We have not performed any other procedures in this regard;
- c) Obtained the certificate of incorporation of Resulting Company dated December 04, 2024 as a wholly owned subsidiary of the Demerged Company and details of subsequent issue of equity share capital by the Resulting Company to the Demerged Company, for the purpose of vesting of the Demerged Undertaking comprising of the Power Transmission Business (i.e., "PTB" as defined in the Scheme) on a going concern basis.
- d) Tested the arithmetical and clerical accuracy of the Statement;
- e) Performed necessary inquires with the management and obtained necessary representations.

Opinion

- 10. Based on the procedures performed by us as referred to in paragraph 9 above and according to the information, explanations and management representations received by us, we are of the opinion that:
 - (i) the amounts that form part of pre-Scheme assets, liabilities and net worth as at September 30, 2024 and revenue for the year ended March 31, 2024 and six months period ended September 30, 2024 of the Demerged Company and the Resulting Company have been accurately extracted, as applicable;
 - (ii) the amounts that form part of post-Scheme assets, liabilities and net worth as at September 30, 2024 and revenue for the year ended March 31, 2024 and for the six months period ended September 30, 2024 are accurate and
 - (iii) the computation of pre-Scheme and post Scheme financials is arithmetically correct.



Restriction on Use

11. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose given in paragraph 3 above and should not be used by any other person or for any other purpose without the prior written consent of the client.

For Devendra Gupta & Associates **Chartered Accountants** Firm Registration Number: 031500N

Devendra Kumar Gupta

Proprietor M. No.: 096622

UDIN: 24096622 BKCSYM1211

Place: NSSS Date: December 10, 2024





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Annexure A

Details of assets, liabilities, net worth and revenue of the companies involved in the scheme, both pre and post scheme in relation to Part IV of the proposed Composite Scheme of Arrangement ("Scheme") between Triveni Engineering & Industries Limited ("Demerged Company") and Triveni Power Transmission Limited ("Resulting Company") and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013

Name of the Demerged Company - Triveni Engineering & Industries Limited (Part IV of the Composite Scheme of Arrangement)

(₹ in crores)

		(« m crores)
Particulars Particulars	Pre Scheme	Post Scheme
Property, plant and equipment, intangible assets, capital work-in-progress, investment property, goodwill and	2111.08	1991.04
right-of-use assets	74.00	-64 91.0
Financial Assets	652,27	613.33
Other Assets	1.336.88	1282.51
Total Assets (A)	4100.23	3886.88
Financial Liabilities	946.18	915.01
Other Liabilities	362.57	321.20
Total Liabilities (B)	1308,75	1236.21
Less Reserves not forming part of net worth as per definition of Companies Act		
Capital Reserve	(50.36)	(50.36)
Amalgamation Reserve	9.26	* .
Cash Flow Hedging Reserve	(0.30)	(0.18)
Cost of Hedging Reserve	0.18	0.17
Total Reserves not forming part of Net worth (C) (Refer note 1)	(41.22)	(50.37)
Net worth [(A)-(B)-(C)]	2832.70	2701.04
Gross Revenue from sale of products and services for year ended 31.03.2024	6611.29	6322.58
Gross Revenue from sale of products and services for six months period ended 30.09.2024	3378.18	3221.98

Name of the Resulting Company - Triveni Power Transmission Limited (Part IV of the Composite Scheme of Arrangement)

(₹ in crores)

Particulars	Pre Scheme	Post Scheme
Property, plant and equipment, intangible assets and capital work-in-progress	-	120.04
Financial Assets	6.26	102.53
Other Assets		54.37
Total Assets (A)	6,26	276.94
Financial Liabilities		31,17
Other Liabilities	-	41.37
Total Liabilities (B)	-	72.54
Less Reserves not forming part of net worth as per definition of Companies Act		
Capital Reserve	,	183,55
Cash Flow Hedging Reserve	-	(0.12)
Cost of Hedging Reserve	*	0.01
Total Reserves not forming part of Net worth (C) (Refer note 1)		183,44
Net worth [(A)-(B)-(C)]	6.26	20.96
Gross Revenue from sale of products and services for year ended 31.03.2024 (Refer note 6)	A CONTRACTOR OF THE PROPERTY O	291,81
Gross Revenue from sale of products and services for six months period ended 30.09.2024 (Refer note 6)	*	156.89



Notes:

- 1. Net worth has been computed in terms of regulation 2(1)(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with subsection (57) of section 2 of the Companies Act, 2013, which defines it as the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
- 2. The assets, liabilities and net worth of the Demerged and Resulting Companies have been calculated basis the Scheme and the unaudited limited reviewed financial statements of the Demerged Company as at September 30, 2024. The calculations are provisional and prepared to indicate the effect of the proposed demerger on the financial position/ performance of the Demerged and the Resulting Companies. The same will undergo changes on the Appointed Date (defined to be the same as the Effective Date in the proposed Scheme). The actual financial position/ performance, which may prevail after the Scheme becomes effective may vary, from the above calculations.
- 3. The pre-Scheme assets, liabilities, net worth and revenue of the Demerged Company has been depicted after taking into consideration the effect of amalgamation of Triveni Engineering & Industries Limited and Sir Shadi tal Enterprises Limited as per Part III of the proposed Composite Scheme of Arrangement.
- 4. The Demerged Company was incorporated under name "Ganga Sugar Corporation Limited" on July 27, 1932. The name was subsequently changed to "Gangeshwar Limited" on April 3, 1973 and thereafter to "Triveni Engineering & Industries Limited" on March 31, 2000. The Demerged Company is engaged in diverse businesses, including manufacturing of sugar, distillation and production of alcohol/ethanol for potable/industrial segments, power generation, providing water treatment and wastewater management solutions. The business of the Demerged Company also includes manufacture of high speed reduction gears and gearboxes including refurbishment, servicing as well as sale of spares in connection therewith (Power Transmission Business), which business is proposed to be demerged and vested on a going concern basis in the Resulting Company under Part IV of the proposed Composite Scheme of Arrangement.
- 5. The Resulting Company was incorporated on December 4, 2024 as a wholly owned subsidiary of the Demerged Company for vesting of the Demerged Undertaking comprising of the Power Transmission Business on a going concern basis. The Demerged Company subscribed to Equity Shares of the Resulting Company amounting to Rs. 6.26 crores on December 4, 2024. Accordingly, the Resulting Company had no assets, liabilities, net-worth and revenue as on September 30, 2024 and the pre-Scheme net worth only comprised the said Equity Share Capital of Rs. 6.26 crores. The post-Scheme assets, liabilities and net-worth of the Resulting Company have been depicted to include the assets, liabilities and specific reserves pertaining to the Power Transmission Business (Demerged Undertaking) of the Demerged Company as on September 30, 2024.

6. The 'Gross Revenue from sale of products and services' of the Resulting Company includes inter segment revenues amounting to Rs. 3.10 crores and Rs. 0.69 crores for the year ended March 31, 2024 and six-months period ended September 30, 2024, respectively. These inter-segment revenues are eliminated in the standalone financial statements of the Demerged Company.

For Triveni Engineering & Industries Limited

Suresh Taneja Group CFO

Place: Noida

Date: December 10, 2024

Annexure-Mag

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S S KOTHARI MEHTA & COLLP

CHARTERED ACCOUNTANTS

Statutory Auditor's Certificate

To,
The Board of Directors,
Triveni Engineering and Industries Limited
8th Floor, Express Trade Towers,
Plot 15 & 16,
Sector 16-A, Noida,
Uttar Pradesh - 201301, India

Subject: Certificate in relation to the proposed accounting treatment in the books of Triveni Engineering & Industries Limited as mentioned in the Proposed Composite Scheme of Arrangement amongst Triveni Engineering & Industries Limited ("The Company" or "Amalgamated Company" or the "Demerged Company") and Sir Shadi Lal Enterprises Limited ("Amalgamating Company") and Triveni Power Transmission Limited ("Resulting Company") and their respective shareholders and their respective creditors for Amalgamation of Amalgamating Company into Amalgamated Company and Demerger of PTB undertaking from Demerged Company into Resulting Company, pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "Act") and Rules made thereunder (hereinafter referred to as "Proposed Scheme") with applicable Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, and the Companies (Accounting Standard) Amendment Rules, 2015

- 1. We, S S Kothari Mehta & Co. LLP, Chartered Accountants, the statutory auditors of Triveni Engineering and Industries Limited (hereinafter referred to as "the Company" or "Amalgamated Company" or "the Demcrged Company"), having its registered office at 8th Floor, Express Trade Towers, Plot 15 & 16, Sector 16-A, Noida, Uttar Pradesh-201301 have requested by the Company to examine the proposed accounting treatment specified in Clause 3.13 of Part III and Clause 4.8.1 of Part IV of the Proposed Composite Scheme of Arrangement (as enclosed in Annexure A) amongst the Company, Amalgamating Company and Resulting Company and their respective shareholders and their respective creditors ("Proposed Scheme") of Amalgamation of Amalgamating Company into Amalgamated Company and Demerger of PTB Undertaking from Demerged Company into Resulting Company, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "Act") with reference to its compliance with the applicable Securities and Exchange Board of India ('SEBP') (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder ("SEBI regulations"), and applicable Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Rules made thereunder and Other Generally Accepted Accounting Principles in India.
- 2. The Proposed Scheme is approved by the Board of Directors of the Company in their meeting held on December 10, 2024, and is subject to approval of the respective Shareholders, the National Company Law Tribunal ("NCLT") and statutory and Regulatory Authorities, as applicable.

Plot No. 68, Okhla industrial Area, Phase-III, New Delhi-110020 Tel: +91-11-4670 8888 E-mail: contact@sskmin.com



CHARTERED ACCOUNTANTS

Management Responsibility

- 3. The responsibility for the preparation of the Proposed Scheme and its compliance with the relevant provision of the Act, laws and regulations, including the applicable Ind AS read with Rules made thereunder and Other Generally Accepted Accounting Principles, is that of the Board of Directors of the Companies involved in the Scheme. This responsibility includes the design, implementation and maintenance of the internal control relevant to the preparation and presentation of the Proposed Scheme and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.
- 4. The Company's Management is also responsible for ensuring that the Company complies with the requirements of the Act; SEBI regulations; the applicable accounting standards in relation to the scheme; providing all relevant information with respect to the proposed scheme to the NCLT and other regulatory authorities as applicable.

Auditor Responsibility

- 5. Our responsibility is to provide a reasonable assurance whether the proposed accounting treatment specified in clause 3.13 of Part III and clause 4.8.1 of Part IV of the Proposed Scheme and as enclosed in Annexure A to this certificate is in conformity with the applicable Ind AS read with Section 133 of the Act read with rules made thereunder and Other Generally Accepted Accounting Principles in India and SEBI regulations.
- 6. We conducted our examination of the proposed accounting treatment, in accordance with the Guidance Note on Reports or Certificates for Special Purposes ("Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
- 7. We have performed the following procedures:
 - a. Reviewed that proposed accounting treatment as contained in the Annexure A to this certificate to ensure it is in accordance with applicable Ind AS specified under Section 133 of the Act read with rules issued thereunder and Other Generally Accepted Accounting Principles in India.
 - Made suitable inquires and obtained relevant representations from the management of the Company.
- 8. Our examination did not extend to any aspects of legal or propriety nature covered in the Scheme.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1. Quality Control for firms that perform Audit Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.





SS KOTHARI MEHTA & CO.LLP

CHARTERED ACCOUNTANTS

Opinion

10. Based on our examination and according to the information and explanations given to us, the proposed accounting treatment in the books of the Company contained in clause 3.13 of Part - III and clause 4.8.1 of Part - IV of the Proposed Scheme and as enclosed in Annexure A to this Certificate, initialled and stamped by us for the purposes of identification only, is in conformity with SEBI regulations, and applicable Ind AS under Section 133 of the Act read with rules made thereunder and Other Generally Accepted Accounting Principles in India.

Restriction on Distribution or Use

11. This Certificate is issued at the request of the Board of Directors solely for the purpose of onward submission to the NCLT and other regulatory authorities including SEBI, the BSE Limited, the National Stock Exchange of India Limited ("NSE"), jurisdictional National Company Law Tribunal and any other regulatory authority in related to Proposed Scheme pursuant to the requirements of SEBI regulations and Sections 230 and 232 of the Act and relevant rules thereunder. Our Certificate should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as statutory auditors of the Company.

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COVITY X

For S S Kothari Mehta & Co. LLP

Chartered Accountants

Firm Registration No: 000765N/N500441

Vijay Kumar Partner

Membership Number No. 092671

UDIN: 24092671BKF8WF7510

Place: New Delhi

Date: December 10, 2024

Enclosed; Annexure A



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Annexure A

Proposed Accounting Treatment as mentioned in Clause 3.13 of Part III and Clause 4.8.1 of Part IV of the Proposed Composite Scheme of Arrangement amongst Triveni Engineering & Industries Limited ("The Company" or "Amaigamated Company" or the "Demerged Company") and Sir Shadi Lal Enterprises Limited ("Amalgamating Company") and Triveni Power Transmission Limited ("Resulting Company") and their respective shareholders and their respective creditors

Clause 3.13 of Part III - Accounting Treatment in the books of Amalgamated Company

3.13 ACCOUNTING TREATMENT

- 3.13.1 Upon the Scheme being 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 Act read with relevant rules issued thereunder and other accounting principles generally accepted in India, as under.
- 3.13.2 All assets and liabilities of the Amalgamating Company, shall be transferred to and vested in Amalgamated Company pursuant to the Scheme and shall be recorded by Amalgamated Company at their carrying values as appearing in the consolidated financial statements of the Amalgamated Company.
- 3.13.3 The identity of the reserves of the Amalgamating Company shall be preserved and the Amalgamated Company shall record the reserves of the Amalgamating Company, in the same form and at the carrying amount as appearing in the consolidated financial statements of the Amalgamated Company.
- 3.13.4 The Amalgamated Company shall credit to its share capital account, the aggregate face value of the equity shares issued by it to the shareholders of the Amalgamating Company in terms of Clause 3.11 of this Scheme.
- 3.13.5 The value of the investments in the shares of the Amalgamating Company held by the Amalgamated Company shall stand cancelled, without further act or deed.
- 3.13.6 The inter-company balances between the Amalgamated Company and the Amalgamating Company appearing in the books of accounts of either the Amaigamated Company or the Amalgamating Company, if any, shall stand cancelled.
- 3.13.7 The difference, if any, arising after taking the effect of Clause 3.13.2 to 3.13.5 shall be transferred to capital reserve in the financial statements of the Amalgamated Company.

3.13.8 In case of any differences in accounting policies between the Amalgamated Company and the Amalgamating Company, the accounting policies followed by the Amalgamated Company shall

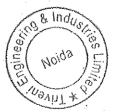
& Ind.

Corporate Office: 8th Floor, Express Trade Towers, Plot 15 & 16, Sector 16-A, Nolda, Ulter Pradesh - 20130 Registered Office: A-44, Hoslery Complex, Phase-II Extension, Nolda-201 305, Uttar Pradesh. ClN No.: L15421UP1932PLC022174

- prevail and impact of the same shall be quantified and appropriately adjusted in accordance with the accounting policies followed by the Amalgamated Company to ensure that the financial statements reflect the financial position based on consistent accounting policies.
- 3.13.9 Comparative financial information in the financial statements of the Amalgamated Company shall be restated for the accounting impact of the amalgamation, as stated above, as if the amalgamation had occurred from the beginning of the comparative period. However, if business combination had occurred after that date, the comparative period information shall be restated only from that date.
- 3.13.10 Notwithstanding anything contained hereinabove, the Board of Directors of the Amalgamated Company is authorized to account for any of the above mentioned transactions in accordance with the applicable accounting standards and generally accepted accounting principles.

Clause 4.8 of Part IV - ACCOUNTING TREATMENT

- 4.8.1 Treatment in the books of Demerged Company
- 4.8.1.1 Upon Part IV of this 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 with the Resulting Company in its books of accounts in accordance with the Indian Accounting Standards prescribed under Section 133 of the 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 as under:
- 4.8.1.2 The book value of the assets and liabilities pertaining to the PTB Undertaking transferred by the Demerged Company to the Resulting Company shall be reduced from the book values of the assets and liabilities appearing in books of accounts of the Demerged Company.
- 4.8.1.3 Specific reserves, if any, pertaining to the PTB Undertaking shall be transferred to the Resulting Company and accordingly reduced from the respective reserves in the books of the Demerged Company.
- 4.8.1.4. The book values of the assets, liabilities and specific reserves transferred pertaining to the PTB Undertaking, proportionate to the continued holding of the Demerged Company in the Resulting Company, shall be added to the carrying value of investment held by the Demerged Company in the Resulting Company.
- 4.8.1.5 The value of the net assets (assets minus liabilities) transferred (as stated in Clause 4.8.1.2) as reduced by the aggregate of the value of specific reserves transferred (as stated in Clause 4.8.1.3) and the amount added to carrying value of investment (as stated in Clause 4.8.1.4) shall be adjusted against reserves of the Demerged Company, in the following manner:
 - (a) in case of unadjusted debits, the same shall first be adjusted against amalgamation reserve (to the extent available), thereafter against capital reserve (to the extent available) and thereafter against retained earnings; or
 - (b) in case of unadjusted credits, the same shall be recognized as capital reserve.
- 4.8.1.6. If and to the extent there are loans, deposits or balances as between the Demerged Undertaking and other undertakings/offices of the Demerged Company, the obligations in respect thereof shall stand cancelled and there shall be no obligations/rights in that behalf.





- 4.8.1.7. The difference being the excess of book values of assets transferred over the book values of liabilities transferred after giving effect to the cancellation of inter-company transactions and balances pursuant to Clause 4.8.1.3 shall be adjusted against reserves of the Demerged Company.
- 4.8.1.8 Notwithstanding anything contained hereinabove, the Board of Directors of the Demerged Company is authorized to account for any of the above mentioned transactions in accordance with the applicable accounting standards and generally accepted accounting principles.

For and on behalf of

Triveni Engineering and Industries Limited

Surcsh Taneja

Group CFO

Date: December 10, 2024







Annexure

BASANT RAM & SONS Chartered Accountants

A-18 MURLI MARG, NIZAMUDDIN EAST

New Delhi-110013 Ph: 9811005876

Email: brs1895@yahoo.co.in

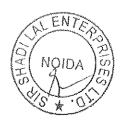
Statutory Auditor's Certificate

To,
The Board of Directors,
Sir Shadi Lal Enterprises Limited
A-44 Hosiery Complex,
Phase II Extension,
Noida,
Uttar Pradesh - 201305, India

Subject: Certificate in relation to the proposed accounting treatment in the books of Sir Shadi Lal Enterprises Limited as mentioned in the Proposed Composite Scheme of Arrangement amongst Sir Shadi Lal Enterprises Limited ("The Company" or "Amalgamating Company"), Triveni Engineering & Industries Limited ("Amalgamated Company" or the "Demerged Company") and Triveni Power Transmission Limited ("Resulting Company") and their respective shareholders and respective creditors for Amalgamation of Amalgamating Company into Amalgamated Company and Demerger of PTB undertaking from Demerged Company into Resulting Company, pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "Act") and Rules made thereunder (hereinafter referred to as "Proposed Scheme") with applicable Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014, and the Companies (Accounting Standard) Amendment Rules, 2015

1. We, Basant Ram & Sons, Chartered Accountants, the statutory auditors of Sir Shadi Lal Enterprises Limited having its registered office at A-44 Hosiery Complex, Phase II Extension, Noida, Uttar Pradesh-201305 have been requested by the Company to examine the proposed accounting treatment specified in Clause 3.13.11 of Part III of the Proposed Scheme of Arrangement (enclosed as Annexure A hereto) amongst the Company, the Amalgamated Company and the Resulting Company and their respective shareholders and respective creditors of amalgamation of the Company into the Amalgamated Company and Demerger of PTB Undertaking from Demerged Company into Resulting Company, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "Act") with reference to its compliance with the applicable Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder ("SEBI regulations"), and applicable Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Rules made thereunder and Other Generally Accepted Accounting Principles in India.





Management Responsibility

- 2. The responsibility for the preparation of the Proposed Scheme and its compliance with the relevant provision of the Act, laws and regulations, including the applicable Ind AS read with Rules made thereunder and Other Generally Accepted Accounting Principles, is that of the Board of Directors of the Companies involved in the Scheme. This responsibility includes the design, implementation and maintenance of the internal control relevant to the preparation and presentation of the Proposed Scheme and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.
- 3. The Company's Management is also responsible for ensuring that the Company complies with the requirements of the Act; SEBI regulations; the applicable accounting standards in relation to the scheme; providing all relevant information with respect to the proposed scheme to the NCLT and other regulatory authorities as applicable.

Auditor Responsibility

- 4. Our responsibility is to provide a reasonable assurance whether the proposed accounting treatment specified in clause 3.13.11 of Part III of the Proposed Scheme and enclosed as in Annexure A to this certificate, is in conformity with the applicable Ind AS read with Section 133 of the Act read with rules made thereunder and Other Generally Accepted Accounting Principles in India and SEBI regulations.
- 5. We conducted our examination of the proposed accounting treatment, in accordance with the Guidance Note on Reports or Certificates for Special Purposes ("Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
- 6. We have performed the following procedures:
 - a. Reviewed that proposed accounting treatment as contained in the Annexure A to this certificate to ensure it is in accordance with applicable Ind AS specified under Section 133 of the Act read with rules issued thereunder and Other Generally Accepted Accounting Principles in India.
 - Made suitable inquires and obtained relevant representations from the management of the Company.
- 7. Our examination did not extend to any aspects of legal or propriety nature covered in the Scheme.
- 8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1. Quality Control for firms that perform Audit Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.





Opinion

9. Based on our examination and according to the information and explanations given to us, the proposed accounting treatment in the books of the Company contained in clause 3.13.11 of Part - III of the Proposed Scheme and enclosed as Annexure A to this Certificate, initialled and stamped by us for the purposes of identification only, is in conformity with SEBI regulations, and applicable Ind AS under Section 133 of the Act read with rules made thereunder and Other Generally Accepted Accounting Principles in India.

Restriction on Distribution or Use

10. This Certificate is issued at the request of the Board of Directors solely for the purpose of onward submission to the NCLT and other regulatory authorities including SEBI, the BSE Limited, the National Stock Exchange of India Limited ("NSE"), jurisdictional National Company Law Tribunal and any other regulatory authority in related to Proposed Scheme pursuant to the requirements of SEBI regulations and Sections 230 and 232 of the Act and relevant rules thereunder. Our Certificate should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as statutory auditors of the Company.

For Basant Ram & Sons

Chartered Accountants

Firm Registration No: 000569N Rakash. K. Nayae

R.K. Nayar

Partner

Membership Number No. 087112 UDIN: 24087112 BK HHOT 1488

Place: New Delhi

Date: December 9, 2024

Enclosed; Annexure A







Annexure A

Proposed Accounting Treatment as mentioned in Clause 3.13.11 of Part III of the Proposed Composite Scheme of Arrangement amongst Sir Shadi Lal Enterprises Limited ("The Company" or "Amalgamating Company"), Triveni Engineering & Industries Limited ("Amalgamated Company" or the "Demerged Company") and Triveni Power Transmission Limited ("Resulting Company") and their respective shareholders and their respective creditors

Clause 3.13.11 of Part III - Accounting Treatment in the books of Amalgamated Company

3.13 ACCOUNTING TREATMENT

3.13.11 Notwithstanding anything contained in any other Clause in the Scheme, upon the Scheme being effective, the Amalgamating Company shall stand dissolved, without following the procedure of winding up. Accordingly, there is no accounting treatment prescribed which would have any impact or need to be reflected in the books of the Amalgamating Company.

For and on behalf of

Sir Shadi Laf Enterprises Limited

R.K. Goel

CFO

Date: December 9, 2024

S S KOTHARI MEHTA & CO. LLP

CHARTERED ACCOUNTANTS

Annexure 1

Statutory Auditor's Certificate

To,
The Board of Directors,
Triveni Power Transmission Limited
A-44, Hosiery Complex, Phase II Extension,
Nepz Post office, Gautam Buddha Nagar,
Noida,
Uttar Pradesh – 201301, India

Subject: Certificate in relation to the proposed accounting treatment in the books of Triveni Power Transmission Limited as mentioned in the Proposed Composite Scheme of arrangement between Triveni Power Transmission Limited ("The Company" or "Resulting Company") and Triveni Engineering and Industries Limited ("Demerged Company") and their respective shareholders and their respective creditors for Demerger of PTB Undertaking from Demerged Company into Resulting Company and pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "Proposed Scheme") with applicable Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, and the Companies (Accounting Standard) Amendment Rules, 2015

- 1. We, S S Kothari Mehta & Co. LLP, Chartered Accountants, the statutory auditors of Triveni Power Transmission Limited (hereinafter referred to as "the Company" or "the Resulting Company"), having its registered office at A-44, Hosiery Complex, Phase II Extension, Nepz Post Office, Gautam Buddha Nagar, Noida, Uttar Pradesh 201301, have been requested by the Company to examine the proposed accounting treatment specified in Clause 4.8.2 of Part IV of the Proposed Composite Scheme of Arrangement (as enclosed in Annexure A) amongst the Company and Demerged Company and their respective shareholders and their respective creditors ("Proposed Scheme") of proposed Demerger of PTB Undertaking from Demerged Company into Resulting Company under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "Act") with reference to its compliance with the applicable Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder ("SEBI regulations"), and applicable Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with rules made thereunder and Other Generally Accepted Accounting Principles in India.
- The Proposed Scheme is approved by the Board of Directors of the Company in their meeting held on December 10, 2024, and is subject to approval of the respective Shareholders, the National Company Law Tribunal ("NCLT") and statutory and Regulatory Authorities, as applicable.

Management Responsibility

3. The responsibility for the preparation of the Proposed Scheme and its compliance with the relevant provision of the Act, laws and regulations, including the applicable Ind AS read with rules made thereunder and Other Generally Accepted Accounting Principles, is that of the Board of Directors of the Companies involved in the Scheme. This responsibility includes the design, implementation and maintenance of the internal control relevant to the preparation and presentation of the Proposed Scheme and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.

Of Accounts

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S S KOTHARI MEHTA & CO.LLP

CHARTERED ACCOUNTANTS

4. The Company's Management is also responsible for ensuring that the Company complies with the requirements of the Act; SEBI regulations; the applicable accounting standards in relation to the scheme; providing all relevant information with respect to the proposed scheme to the NCLT and other regulatory authorities as applicable.

Auditor Responsibility

- 5. Our responsibility is to provide a reasonable assurance whether the proposed accounting treatment specified in clause 4.8.2.of Part IV of the Proposed Scheme and as enclosed in Annexure A to this certificate is in conformity with the applicable Ind AS and Other Generally Accepted Accounting Principles and SEBI regulations.
- 6. We conducted our examination of the proposed accounting treatment, in accordance with the Guidance Note on Reports or Certificates for Special Purposes ("Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
- 7. We have performed the following procedures:
 - a. Reviewed the proposed accounting treatment as contained in the Annexure A to this certificate to ensure it is in accordance with applicable Ind AS specified under Section 133 of the Act read with rules made thereunder and Other Generally Accepted Accounting Principles.
 - Made suitable inquires and obtained relevant representations from the management of the Company.
- Our examination did not extend to any aspects of a legal or propriety nature covered in the Scheme.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1. Quality Control for firms that perform Audit Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.

Opinion

10. Based on our examination and according to the information and explanations given to us, the proposed accounting treatment in the books of the Company contained in clause 4.8:2 of Part IV of the Proposed Scheme and as enclosed in Annexure A to this Certificate, initialled and stamped by us for the purposes of identification only, is in conformity with SEBI regulations, and applicable Ind AS under Section 133 of the Companies Act, 2013 read with rules made thorounder and Other Generally Accepted Accounting Principles.

Restriction on Distribution or Use

11. This Certificate is issued at the request of the Board of Directors solely for the purpose of onward submission to the NCLT and other regulatory authorities including SEBI, the BSE Limited, the National Stock Exchange of India Limited ("NSE"), jurisdictional National Company Law Tribunal and any other regulatory authority in related to Proposed Scheme pursuant to the requirements of SEBI regulations and Sections 230 and 232 of the Act and relevant rules thereunder. Our Certificate should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability, or any duty of care for any other purpose or to any other party to whom it is shown or the whose pands it may come without our prior consent in writing.



Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as statutory auditors of the Company.

For S S Kothari Mehta & Co. LLP

Chartered Accountants

Firm Registration No: 000765N/N500441

Vijay Kumar

Partner

Membership Number No. 092671

UDIN: 24092671 BKFBWG 9439

Place: New Dethi

Date: December 10, 2024

Enclosed; Annexure A



TRIVENI POWER TRANSMISSION LIMITED

Registered Office: A-44, Hoslery Complex, Phase II Exth., Noida, UP 201305 IN Corporate Office: 8th Floor, Express Trade Towers, Plot No. 15 & 16, Sector 16-A, Noida - 201301, Uttar Prodesh, India CIN: U28110UP2024PtC212958, Ph.No: +91 - 120 -- 4308000

Annexure A

Proposed Accounting Treatment us mentioned in Clause 4.8.2 of Part IV of the Proposed Composite Scheme of Arrangement unongst Triveni Engineering & Industries Limited "Demerged Company") and Triveni Power Transmission Limited "Resulting Company") and their respective shurcholders and their respective creditors

Chase 4.8.2 of Part IV Accounting Treatment in the books of Besulting Company

- 4.8.2.1 Upon Part IV of this Scheme coming into effect on the 13ffective Date and with effect from the Demerger Appointed Date, the Resulting Company shall account for the PTB Undertaking in its books of accounts at carrying value, in accordance with "Pooling of Interest Method" of accounting as Inid 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 Act read with relevant rules issued thereunder and other accounting principles generally accepted in India, as under:
- 4.8.2.2 Upon the coming into effect of this Scheme, the Resulting Company shall record all the assets and liabilities pertaining to the PTB Undertaking transferred to and vested in it pursuant to this Scheme, at their respective book values, as appearing in the books of accounts of the Demerged Company as on the Demerger Appointed Date.
- 4.8.3.3 The specific reserves permining to the PTB Undertaking transferred by the Demerged Company shall appear in the financial statements of the Resulting Company in the same form in which they appeared in the financial statements of the Demerged Company.
- 4.8.2.4 The Resulting Company shall credit to their Equity Share Capital account, the aggregate face value of the New Equity Shares issued by them pursuant to Clause 4.11 of Part IV of the Scheme.
- 4.8.2.5 The difference between the net assets (assets less liabilities) transferred as snated in Clause 4.8.2.2 and the aggregate of the reserves accounted for in accordance with Clause 4.8.2.3 and the amount recorded as share capital issued as stated in Clause 4.8.2.4 above, shall be considered in capital reserve.
- 4.8.2.6 Comparative financial information in the financial statements of the Resulting Company shall be restated for the accounting impact of the demerger, as stated above, as if the demerger had occurred from the beginning of the comparative period. However, if the business combination had occurred after that date, the comparative period information shall be restated only from that date.
- 48.2.7 Notwithstanding anything contained hereinabove, the Board of Directors of the Resulting Compuny is authorized to account for any of the above mentioned transactions in accordance with the applicable accounting standards and generally accopted accounting principles.

For and on before of

Triveni Powde Thaysmission Limited

Surest Taneja

Director

Date: December 10, 2024



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Annexuse-M-3

Details of Shareholding of Companies involved in the Scheme at each stage

Part A - Amalgamation

Amalgamation of Sir Shadi Lal Enterprises Ltd. (Amalgamating Company) with and into Triveni Engineering and Industries Limited (Amalgamated Company)Demerged Company)

i) Sir Shadi Lal Enterprises Limited (Amalgamating Company)

Particulars	Before effectiveness of the Scheme		After effectiveness of the Scheme		
	No. of equity shares	%	No. of % equity shares		
Promoters	32,42,884	61.77%	Post the Scheme		
Public	20,07,116	38.23%	becoming effective, the		
Total	52,50,000	100.00%	Amalgamating Company shall be dissolved without being wound up. Accordingly, change in shareholding pattern of Amalgamating Company shall not be applicable		

ii) Triveni Engineering & Industries Limited (Amalgamated Company)

Particulars	Before effectiveness of the Scheme		After effectiveness of the amalgamation	
	No. of equity shares	%	No. of equity shares	%
Promoters	13,34,91,162	60.98%	13,34,91,162	60.58%
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%



Part B - Demerger

Transfer and vesting of PTB Undertaking (as defined in Scheme) of Triveni Engineering and Industries Limited (Amalgamated Company/Demerged Company) to Triveni Power Transmission Limited (Resulting Company)

Triveni Engineering & Industries Limited (TEIL/Amalgamated/Demerged Company)

Particulars	Before effectiveness of the demerger*		After effectiveness of the Scheme	
	No. of equity shares	%	No. of equity shares	%
Promoters	13,34,91,162	60.58%	13,34,91,162	60.58%
Public	8,68,71,854	39.42%	8,68,71,854	39.42%
Total	22,03,63,016	100.00%	22,03,63,016	100.00%

^{*}The shareholding provided herein in this table, is considered after the allotment of shares by the Amalgamated Company to the shareholders of the Amalgamating Company for the amalgamation of the Amalgamating Company with and into the Amalgamated Company, as an integral part of the Scheme.

ii) Triveni Power Transmission Limited (Resulting Company)

Particulars	Before effectiveness of the Scheme		After effectiveness of the Scheme	
	No. of equity shares	%	No. of equity shares	%
Promoters				
-Amalgamated Company (TEIL)	3,13,00,000	100%	3,13,00,000	29.88%
-Existing promoters of				
Amalgamated Company	ww	av ev	4,44,97,054	42.48%
Total Promoters shareholding	3,13,00,000	100%	7,57,97,054	72.36%
Public	Nil	Nil	2,89,57,285	27.64%
Grand Total	3,13,00,000	100%	10,47,54,339	100.00%

Thanking you,

Yours faithfully,

For Triveni Engineering & Industries Ltd.

Group Vice President & Company Secretary

M.No.A9475





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Annexure- -

7-4

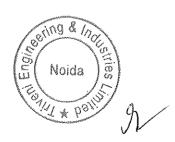
"List of comparable companies considered for comparable companies' multiple method, if the same method is used in valuation."

As explained in the joint valuation report issued by Finvox Analytics and SSPA & Co. dated December 9, 2024 ("Joint Valuation Report"), Finvox used the comparable companies' multiple method for the valuation of Triveni Engineering and Industries Limited ("TEIL") and Sir Shadi Lal Enterprises Limited ("SSEL") for the proposed merger of SSEL with TEIL.

The list of comparable companies used by Finvox for the valuation of TEIL and SSEL is as follows.

- 1) Sugar and Allied Business of TEIL
 - Avadh Sugar Energy Limited
 - Balrampur Chini Mills Limited
 - Dalmia Bharat Sugar and Industries Limited
- 2) Power Transmission Business of TEIL
 - Shanthi Gears Limited
 - · Elecon Engineering Company Limited
- 3) Water Business of TEIL
 - VA Tech Wabag Limited
 - EMS Limited
- 4) Sir Shadi Lal Enterprises Limited
 - Avadh Sugar Energy Limited
 - Dhampur Bio Organics Limited
 - Dhampur Sugar Mills Limited
 - Dwarikesh Sugar Industries Limited
 - Kesar Enterprises Limited
 - · KM Sugar Mills Limited
 - Mawana Sugars Limited
 - · Rana Sugars Limited
 - · Uttam Sugar Mills Limited

As explained in the Joint Valuation Report, the proposed demerger of PTB Undertaking from TEIL will not have any impact on the beneficial economic interest of the shareholders of Demerged Company as the equity shareholders of Demerged Company would continue to have the same beneficial economic interest in the PTB Undertaking, now by way of indirect ~30% equity ownership of Resulting Company through Demerged Company and direct ~70% equity ownership of Resulting Company. As the proposed Demerger will not affect the beneficial economic interest of the equity shareholders of Demerged Company, valuation of Resulting Company and PTB Undertaking has no bearing on the recommended Entitlement Ratio and accordingly, We did not perform any valuation of the Demerged Undertaking and the Resultant Company.





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Annexure....

"List of comparable companies considered for comparable companies' multiple method, if the same method is used in valuation."

As explained in our Joint Valuation Report dated December 09, 2024, SSPA & Co. have used the Comparable Companies' Multiple Method under Market Approach for the valuation of TEIL and SSEL for the Proposed Amalgamation of SSEL with TEIL.

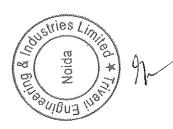
- (i) The list of comparable companies considered for valuation of **TEIL** are as under:
 - a) Sugar Business of TEIL
 - Avadh Sugar & Energy Limited
 - Bajaj Hindusthan Sugar Limited
 - Balrampur Chini Mills Limited
 - Dalmia Bharat Sugar and Industries Limited

b) Power Transmission Business ('PTB') of TEIL

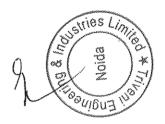
- Elecon Engineering Company Limited
- Shanthi Gears Limited

c) Water Business of TEIL

- VA Tech Wabag Limited
- EMS Limited
- (ii) The list of comparable companies considered for valuation of **SSEL** are as under:
 - Avadh Sugar & Energy Limited
 - Dalmia Bharat Sugar and Industries Limited
 - Dhampur Bio Organics Limited
 - Dhampur Sugar Mills Limited
 - Dwarikesh Sugar Industries Limited
 - K. M. Sugar Mills Limited
 - Kesar Enterprises Limited
 - · Rana Sugars Limited
 - Uttam Sugar Mills Limited



Further, as explained in the Joint Valuation Report, the proposed demerger of Power Transmission Business ('PTB Undertaking') of TEIL post Proposed Amalgamation ('Demerged Company') into TPTL ('Resulting Company') will not have any impact on the beneficial economic interest of the shareholders of Demerged Company as the equity shareholders of Demerged Company would continue to have the same beneficial economic interest in the PTB Undertaking, now by way of indirect ~30% equity ownership of Resulting Company through Demerged Company and direct ~70% equity ownership of Resulting Company. As the proposed Demerger will not affect the beneficial economic interest of the equity shareholders of Demerged Company, valuation of Resulting Company and PTB Undertaking has no bearing on the recommended Entitlement Ratio and accordingly, the valuers did not perform any valuation of the PTB Undertaking and the Resulting Company.





Mob.: 9810759985 E-mail: dng21k@gmail.com

Devendra Gupta & Associates

CHARTERED ACCOUNTANTS

Annexure-M-5

To Triveni Engineering and Industries Limited A-44, Hosiery Complex, Phase-II Extension, Noida - 201305, Uttar Pradesh

Subject: Certificate on Capital Evolution in respect of the proposed Composite Scheme of Arrangement amongst Triveni Engineering & Industries Limited ("Amalgamated Company"/"Demerged Company"), Sir Shadi Lal Enterprises Limited ("Amalgamating Company") and Triveni Power Transmission Limited ("Resulting Company") and their respective shareholders and their respective creditors under Section 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder ("Scheme")

Sir,

This certificate is issued at the request of management of the Triveni Engineering & Industries Limited.

The Board of Directors of the Company, at their meeting held on 10th December, 2024, approved the Scheme of Arrangement amongst Triveni Engineering & Industries Limited ("Amalgamated Company"/"Demerged Company"), Sir Shadi Lal Enterprises Limited ("Amalgamating Company") and Triveni Power Transmission Limited ("Resulting Company") and their respective shareholders and their respective creditors under Section 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder ("Scheme")

In this regard, at the request of the Company, we have reviewed the details of capital evolution of the Company over the years as detailed & enclosed in the Annexure to this certificate, which we have initialed for the purpose of identification. The Annexure has been prepared by the Company for the purpose of submission to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) (collectively referred to as "Stock Exchanges"), Securities and Exchange Board of India (SEBI), National Company Law Tribunal (NCLT) and any other regulatory authorities in connection with the Scheme.

We have reviewed the enclosed Annexure, traced and agreed the figures with the Audited Financial Statements of the Company as on 31st March, 2024. The Company was incorporated on 27th July, 1932 under the Companies Act, 1913. As informed by the management of company, reliable data of the detailed evolution of the Company's paid up share capital is not available for the initial years. Accordingly, the Annexure relates to the period from 1966-67 onwards to till date.

Source of document regarding annexure attached form National Stock Exchange of India Ltd.

The Management is also responsible for ensuring that the Company complies with the relevant laws & regulations and circulars issued under SEBI. Also provide relevant information to the

NCLT and any other regulatory authority in connection with the scheme. Considering the abovementioned documents and information provided to us by the management of company, we hereby certify that the built-up of Reserves as detailed in the Annexure is proper and appropriate.

Management responsibility includes the design , implementation and maintenance internal control relevant to the preparation and presentation.

Restriction on Use

This certificate is addressed to and provided to the management of the company solely for the purpose as mentioned above and should not be used by any other person or for any other person without the prior written consent of the client.

For Devendra Gupta & Associates Chartered Accountants FRN: 031500N

Devendra Kumar Gupta

(Proprietor)

M. No.096622

UDIN: 24-096622 BKCSY02048

Place: Noida, UP Date:1.1/12/2024



Annexure

Share Capital built-up of Triveni Engineering & Industries Limited

Date of allotment/ Date of Extinguishment	Number of Equity Shares	Face value per Equity Share (INR)	Issue price per Equity Share (INR)	Nature of transaction/Mode of allotment	Cumulative number of equity shares®	Cumulative paid up equity share capital (INR)®	Whether listed, if not listed, give reasons thereof
Upto 1966-67#	7,50,000	10	10	Initial subscription to the Memorandum of Association / further Issue / Bonus Issue	7,50,000	75,00,000	Listed
From 1966-67 to 1970-71	2,50,000	10	**	Bonus Issue	10,00,000	1,00,00,000	Listed
December 30, 1993	9,00,000	10	65	Issue of shares on private placement basis	19,00,000	1,90,00,000	Listed
May 31, 1994	15,57,300*	10	40	Issue of shares on private placement basis	34,57,300	3,45,66,600	Listed
June 20, 1994	4,42,700	10	40	Issue of shares on private placement basis	39,00,000	3,89,93,600	Listed
June 20, 1994	3,50,000	10	65	Issue of shares on private placement basis	42,50,000	4,24,93,600	Listed
March 31, 2000	(13,50,000)	10	65	Cancellation of shares held by erstwhile Triveni Engineering & Industries Ltd. ('Triveni') i.e. cross holdings consequent upon merger of erstwhile Triveni with Gangeshwar Limited	29,00,000	2,89,93,600	Listed
May 27, 2000	93,90,001	10	10	Allotment pursuant to scheme of Arrangement between crstwhile Triveni and Gangeshwar Limited approved by Hon'ble Aljahabad High	1,22,90,001	12,28,93,610	Listed

				Court pursuant to its order dated March 06, 2000.			
May 8, 2003	(39,73,995)	10	10	Conversion into 12% redeemable cumulative preference shares of Rs. 10/- each pursuant to Scheme of Arrangement approved by Hon'ble Allahabad High Court pursuant to its order dated March 27, 2003.	83,16,006	8,31,53,660	Listed
into 10 equity share:	s of our Company	of the face	value of IN	r Company of the face IR 1 each, and accordi into 8,31,60,060 Equi	ngly, 83,16,006 (equity shares	
June 17, 2005	12,47,28,090	1	44	Bonus Issue	20,78,88,150	20,78,81,750	Listed
December 7, 2005	5,00,00,000	1	48	Follow-on Public Issue	25,78,88,150	25,78,81,750	Listed
March 20, 2014	20,000	1.	14	Allotment pursuant to exercise of options under TEIL ESOP 2009	25,79,08,150	25.79,01,750	Listed
May 07, 2014	44,960	1	14	Aflotment pursuant to exercise of options under TEIL ESOP 2009	25,79,53,110	25,79,46,710	Listed
August 09, 2019	(000,00,00,1)	1	100	Buyback of Shares	24,79,53,110	24,79,46,710	Listed
October 21, 2020	(61,90,000)	1	105	Buyback of Shares	24,17,63,110	24,17,56,710	Listed
March 8, 2023	(2,28,57,142)	1	350	Buyback of Shares	21,89,05,968	21,89,05,968	Listed

@ Includes 8,000 equity shares which were forfeited for non-payment of call money

*Out of this, 800 equity shares were forfeited for non-payment of call money.

The data with regard to allotment of shares is available only post 1966. The same is because the data for periods prior to 1966 had not been handed over to the present management when it took over the management in 1992. The available data of the Company do not have these records.

For Triveni Engineering & Industries Ltd.

Group Vice President & Company Secretary





Mob.: 9810759985 E-mail: dng21k@gmail.com

Devendra Gupta & Associates

CHARTERED ACCOUNTANTS

To Sir Shadi Lal Enterprises Limited A-44, Hosiery Complex, Phase-II Extension, Noida - 201305, Uttar Pradesh Annexure

Subject: Certificate on Capital Evolution in respect of the proposed Composite Scheme of Arrangement amongst Triveni Engineering & Industries Limited ("Amalgamated Company"/"Demerged Company"), Sir Shadi Lal Enterprises Limited ("Amalgamating Company") and Triveni Power Transmission Limited ("Resulting Company") and their respective shareholders and their respective creditors under Section 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder ("Scheme")

Sir.

This certificate is issued at the request of management of the Sir Shadi Lal Enterprises Limited.

The Board of Directors of the Company, at their meeting held on 10th December, 2024, approved the Scheme of Arrangement amongst Triveni Engineering & Industries Limited ("Amalgamated Company"), Sir Shadi Lal Enterprises Limited ("Amalgamating Company") and Triveni Power Transmission Limited ("Resulting Company") and their respective shareholders and their respective creditors under Section 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder ("Scheme")

In this regard, at the request of the Company, we have reviewed the details of capital evolution of the Company over the years as detailed in the Annexure, which we have initialed for the purpose of identification. The Annexure has been prepared by the Company for the purpose of submission to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) (collectively referred to as "Stock Exchanges"), Securities and Exchange Board of India (SEBI), National Company Law Tribunal (NCLT) and any other regulatory authorities in connection with the Scheme.

We have reviewed the enclosed Annexure to this certificate, traced and agreed the figures with the Audited Financial Statements of the Company as on 31st March, 2024. The Company was incorporated on 13th January, 1933 under the Companies Act, 1913. As informed by the management, reliable data of the detailed evolution of the Company's paid up share capital is not available for the initial years. Accordingly, the Annexure relates to the period from 1989-90 onwards to till date.

Source of document regarding annexure attached form Annual Reports / Documents available with Company.

Considering the above-mentioned documents and information provided to us by the management, we hereby certify that the built-up of Reserves as detailed in the Annexure is proper and appropriate.

The Management is responsible for ensuring that the Company complies with the relevant laws & regulations and circulars issued under SEBI. Also provide relevant information to the NCLT and any other regulatory authority in connection with the scheme. Considering the above-mentioned documents and information provided to us by the management of company, we hereby certify that the built-up of Reserves as detailed in the Annexure is proper and appropriate.

Management responsibility includes the design, implementation and maintenance internal control relevant to the preparation and presentation for built-up of Reserves as detailed in the Annexure.

Restriction on Use

This certificate is addressed to and provided to the management of the company solely for the purpose as mentioned above and should not be used by any other person or for any other person without the prior written consent of the client.

For Devendra Gupta & Associates Chartered Accountants

FRN: 031500N

Devendra Kumar Gupta

(Proprietor) M. No.096622

UDIN: 240966.22 BKCS YO 7225

Place: Noida, UP

Date: 11/12/2024



Annexure

Share Capital built-up of Sir Shadi Lal Enterprises Limited

Date of allotment/ Date of Extinguishment	Number of Equity Shares	Face value per Equity Share (INR)	Issue price per Equity Share (INR)	Nature of transaction/Mode of allotment	Cumulative number of equity shares	Cumulative paid up equity share capital (INR)	Whether listed, if not listed, give reasons thereof
Upto 1989-90#	1714230	10	10	Initial subscription to the Memorandum of Association / further Issue / Bonus Issue	1714230	1,71,42,300	Listed
26.11.1994	857115	10	10	Bonus Issue (1:2)	2571345	2,57,13,450	Listed
23.01,1999	1285673	10	10	Bonus Issue (1:2)	3857018	3,85,70,180	Listed
4.9.1999	(357018)	10	10	Buy Back	3500000	3,50,00,000	Listed
16.12.2006	1750000	10	1.0	Bonus Issue (1:2)	5250000	5,25,00,000	Listed

The data with regard to allotment of shares is available only post 1989. The same is because the data for periods prior to 1989 had not been handed over to the present management when it took over the management on 20th June, 2024. The available data of the Company do not have these records.

For Sir Shadi Lal Enterprises Ltd.

Ajay Kumar Jain Company Secretary M.No. F5826

1100 e/11/11 to

NOIDA SOS





Mob.: 9810759985

E-mail : dng21k@gmail.com

Devendra Gupta & Associates

CHARTERED ACCOUNTANTS

To Triveni Power Transmission Limited A-44, Hosiery Complex, Phase-II Extension, Noida - 201305, Uttar Pradesh Annexyre

Subject: Certificate on Capital Evolution in respect of the proposed Composite Scheme of Arrangement amongst Triveni Engineering & Industries Limited ("Amalgamated Company"/"Demerged Company"), Sir Shadi Lal Enterprises Limited ("Amalgamating Company") and Triveni Power Transmission Limited ("Resulting Company") and their respective shareholders and their respective creditors under Section 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder ("Scheme")

Sir,

This certificate is issued at the request of management of the Triveni Power Transmission Limited.

The Board of Directors of the Company, at their meeting held on 10th December, 2024, approved the Scheme of Arrangement amongst Triveni Engineering & Industries Limited ("Amalgamated Company"), Sir Shadi Lal Enterprises Limited ("Amalgamating Company") and Triveni Power Transmission Limited ("Resulting Company") and their respective shareholders and their respective creditors under Section 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder ("Scheme")

In this regard, at the request of the Company, we have reviewed the details of capital evolution of the Company over the years as detailed in the Annexure, which we have initialled for the purpose of identification. The Annexure has been prepared by the Company for the purpose of submission to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) (collectively referred to as "Stock Exchanges"), Securities and Exchange Board of India (SEBI), National Company Law Tribunal (NCLT) and any other regulatory authorities in connection with the Scheme.

We have reviewed the enclosed Annexure to this certificate and find that the Company was incorporated on 4th December 2024 under the Companies Act, 2013. I have examined data of the detailed evolution of the Company's paid up share capital since incorporation.

Source of document regarding annexure attached form Ministry of Corporate Affairs - Company Master Data.

The Management is responsible for ensuring that the Company complies with the relevant laws & regulations and circulars issued under SEBI. Also provide relevant information to the NCLT and any other regulatory authority in connection with the scheme. Considering the above-mentioned documents and information provided to us by the management of company, we hereby certify that the built-up of Reserves as detailed in the Annexure is proper and appropriate.



Management responsibility includes the design, implementation and maintenance internal control relevant to the preparation and presentation for built-up of Reserves as detailed in the Annexure.

Restriction on Use

This certificate is addressed to and provided to the management of the company solely for the purpose as mentioned above and should not be used by any other person or for any other person without the prior written consent of the client.

For Devendra Gupta & Associates Chartered Accountants

FRN: 031500N

Devendra Kumar Gupta

(Proprietor)

M. No.096622

UDIN: 24.096622 BKCSYP1797

Place: Noida, UP



Annexure

Share Capital built-up of Triveni Power Transmission Limited

Date of allotment/ Date of Extinguishment	Number of Equity Shares	Face value per Equity Share (INR)	Issue price per Equity Share (INR)	Nature of transaction/Mode of allotment	Cumulative number of equity shares	Cumulative paid up equity share enpital (INR)	Whether listed, if not listed, give reasons thereof
December 4, 2024	50,000	2	2	Initial subscription to the Memorandum of Association	50,000	1,00,000	Not Listed, Will be listed pursuant to demerger
December 7, 2024	3,12,50,000	2	2	Right Issue	3,13,00,000	6,26,00,000	Not Listed, Will be listed pursuant to demerger

For Triveni Power Transmission Ltd.

Geeta Bhalla
Director
Din: 02561368

Date 11/12/2024



Mob.: 9810759985

E-mail : dng21k@gmail.com

Devendra Gupta & Associates CHARTERED ACCOUNTANTS

Amexure-M.6

To, The Board of Directors, Triveni Engineering & Industries Limited Corporate Office: 8th Floor, Express Trade Towers, Plot 15 & 16, Sector 16 A, Noida, Uttar Pradesh - 201301, India

Subject: Certificate on the Net worth, Revenue and Profit after tax of the Demerged Undertaking as a percentage to the total Net worth, Revenue and Profit after tax of the Demerged Company as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 in relation to Part IV of the proposed Composite Scheme of Arrangement between Triveni Engineering & Industries Limited ("Demerged Company") and Triveni Power Transmission Limited ("Resulting Company") and their respective shareholders and creditors under section 230 to 232 and other applicable provisions of the Companies Act, 2013.

- 1. This certificate is issued at the request of management of the Triveni Engineering & Industries Limited ("Management").
- 2. The Board of Directors of Triveni Engineering & Industries Limited ("the Company / Amalgamated Company / Demerged Company"), at their meeting held on December 10, 2024 has inter-alia approved the proposed Composite Scheme of Arrangement amongst the Company, Sir Shadi Lal Enterprises Limited ("Amalgamating Company"), Triveni Power Transmission Limited ("Resulting Company") and their respective shareholders and creditors (hereinafter the "Scheme"), in terms of the provisions of sections 230 to 232 and all other applicable provisions of the Companies Act, 2013 ("the Act") and SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 ('SEBI Master Circular').
- 3. We have examined the accompanying Statement of Net worth, Revenue and Profit after tax of the Demerged Undertaking as a percentage to the total Net worth, Revenue and Profit after tax of the Demerged Company as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 (hereinafter referred together as the "Statement" and enclosed as Annexure A to this Certificate) prepared by the Management, which we have initialled for identification purposes only. The Statement together with our certificate thereon is required by the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') for onwards submission to the BSE Limited (BSE), National Stock Exchange of India Limited (NSE) (collectively referred as 'Stock exchanges'), Securities and Exchange Board of India (SEBI), National Company Law Tribunal (NCLT) and other regulatory authorities in connection with the Scheme.



Management's Responsibility

- 4. The accompanying Statement is the responsibility of the Management including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- 5. The Management is also responsible for ensuring that the Company complies with the relevant laws and regulations, including the applicable accounting standards as aforesaid and circulars issued under SEBI LODR and also provide relevant information to the NCLT and any other regulatory authorities in connection with the Scheme.

Auditor's Responsibility

- 6. Pursuant to the requirements of the Scheme, it is our responsibility to provide a reasonable assurance in the form of an opinion based on our examination whether:
 - (i) the amounts that form part of Net worth, Revenue and Profit after tax of the Demerged Undertaking, Demerged Company and percentage of such figures of the Demerged Undertaking to the total of such figures of the Demerged Company as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 have been accurately extracted from the books of account underlying the audited financial statements for the year ended March 31, 2024, March 31, 2023 and March 31, 2022, respectively;
 - (ii) the computation of Net worth, Revenue and Profit after tax of the Demerged Undertaking, Demerged Company and percentage of such figures of the Demerged Undertaking to the total of such figures of the Demerged Company as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, respectively, is arithmetically correct.
- 7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.



- 8. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the applicable criteria as mentioned in paragraph 6 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the applicable criteria. Accordingly, we have performed the following procedures in relation to the Statement:
 - a) Traced and agreed the amounts in the computation of Net worth, Revenue and Profit after tax of the Demerged Undertaking, Demerged Company and percentage of such figures of the Demerged Undertaking to the total of such figures of the Demerged Company as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 to the books of accounts underlying the audited financial statements for the year ended March 31, 2024, March 31, 2023 and March 31, 2022, respectively, of the Demerged Company;
 - b) We have obtained a copy of the Scheme as approved by the Board of Directors of the Company in their meeting held on December 10, 2024 proposed to be filed by the Company with the NCLT and other regulatory authorities. We have read the same and noted the impact of the proposed accounting treatment mentioned in Clause 4.8 of the Scheme. We have not performed any other procedures in this regard;
 - c) Tested the arithmetical and clerical accuracy of the Statement;
 - d) Performed necessary inquires with the Management and obtained necessary representations.

Opinion

- 9. Based on the procedures performed by us as referred to in paragraph 8 above and according to the information, explanations and Management representations received by us, we are of the opinion that:
 - (i) the amounts that form part of Net worth, Revenue and Profit after tax of the Demerged Undertaking, Demerged Company and percentage of such figures of the Demerged Undertaking to the total of such figures of the Demerged Company as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 have been accurately extracted; and
 - (iii) the computation of Net worth, Revenue and Profit after tax of the Demerged Undertaking, Demerged Company and percentage of such figures of the Demerged Undertaking to the total of such figures of the Demerged Company as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 is arithmetically correct.

Restriction on Use

10. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose given in paragraph 3 above and should not be used by any other person or for any other purpose without the prior written consent of the client.

For Devendra Gupta & Associates Chartered Accountants Firm Registration Number: 031500N

Devendra Kumar Gupta

Proprietor M. No.: 096622

UDIN: 24696622BKCSYRG422

Place: NOIDA

Date: December 10, 2024



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Annexure A

Statement of Net worth, Revenue and Profit after tax of the Demerged Undertaking as a percentage to the total Net worth, total Revenue and total Profit after tax of the Demerged Company as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 in relation to Part IV of the proposed Composite Scheme of Arrangement ("Scheme") between Triveni Engineering & Industries Limited ("Demerged Company") and Triveni Power Transmission Limited ("Resulting Company") and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013

(Rs. in crores)

Particulars	Financial Year	Net Worth	% of Total	Gross Revenue from sale of products & services	% of Total	Profit after tax*	% of Total
F3	2021-22	105.37	6%	184.63	4%	47.07	12%
Demerged	2022-23	157.12	6%	225.25	4%	56.44	3%
Undertaking	2023-24	155.73	5%	291.81	5%	79.10	20%
Other divisions of	2021-22	1630.24	94%	4493.53	96%	335.10	88%
the demerged	2021-22	2465.11	94%	6081.80	96%	1867.57	97%
Undertaking	2023-24	2687.74	95%	5860.43	95%	312.42	80%
** * 1 *******************************							
	2021-22	1735.61	100%	4677.44	100%	382.17	100%
Total	2022-23	2622.23	100%	6306.90	100%	1924.01	100%
	2023-24	2843.47	100%	6149.14	100%	391.52	100%

^{*} Profit after tax has been calculated based on tax rate of 25.168% (22% +surcharge @10% and cess @4%) being the corporate tax rate applicable on taxable profits under the Income-tax Act, 1961.

Notes:

- 1. Net worth has been computed in terms of regulation 2(1)(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with sub-section (57) of section 2 of the Companies Act, 2013, which defines it as the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, writeback of depreciation and amalgamation.
- 2. The 'Gross Revenue from sale of products and services' of Demerged Undertaking includes inter segment revenue amounting to Rs. 3.10 crores, Rs. 0.15 crores, Rs. 0.72 crores for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 respectively. This inter-segment revenue is eliminated in the standalone financial statements of the Demerged Company in the respective years.

For Trivey Engineering & Industries Limited

Suresh Taneja Group CFO

Date: December 10, 2024

Corporate Office: 8th Floor, Express Trade Towers, Plot 15 & 16, Sector 16-A, Noida, Uttar Pradesh - 201301, India. Registered Office: A-44, Hosiery Complex, Phase-II Extension, Noida-201 305, Uttar Pradesh. CIN No.: L15421UP1932PLC022174

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	Ì		PRE MERGER SHAREHOLDING PATTERN	**************************************
			Shareholding Pattern Under Regulation 31 of SEBI (LODR) Regulations, 2015	lations, 2015
		Name of Listed Entity:	ted Entity:	TRIVENI ENGINEERING & INDUSTRIES LIMITED
į	7	Scrip Code/	Scrip Code/Name of Scrip/Class of Security	Fauity
	m	Share Holdi	Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)	Reg.31(1)(c)
i		Ö,	If under 31(1)(b) then indicate the report for Quarter ending	AND THE PROPERTY OF THE PROPER
		۵.	If under 31(1)(c) then indicate date of allotment/extinguishment	06-12-2024
	t,	Declaration	Declaration: The Listed entity is required to submit the following declaration to the extent of submissio	ANTE CONTRACTOR CONTRA
		SL.NO.	PARTICULARS	YES NO
		ç~1	Whether the Listed Entity has issued any partly paid up shares?	ON
		7	Whether the Listed Entity has issued any Convertible Securities ?	O.V.
		m	Whether the Listed Entity has issued any Warrants ?	No
		4	Whether the Listed Entity has any shares against which depository receipts are issued?	o Z
		'n	Whether the Listed Entity has any shares in locked-in?	0 N
		യ	Whether any shares held by promoters are pledge or otherwise encumbered?	o _N
		<i>F</i>	Whether company has equity shares with differential voting rights?	ON.
		8	Whether the listed entity has any significant beneficial owner?	Yes

depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed entity in above table the values will be considered as 'Zero' by default *if the Listed Entity selectes the option 'NO' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, on submission of the format of holding of specified securities.

5 The tabular format for disclosure of holding of specified securities is as follows:





Table I - Summary Statement holding of specified securities

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No of Shares as a % Underlying assuming full Number of Voting Rights held in each dass of convertible convertible securities Securities Securities (as a glorentage of thirdung percentage of Warrants) diluted share capital		Class Y Total	(x)		132401167	100000000000000000000000000000000000000	0 03400000	c			0 218897968
Number of Voting securities	No of Voting Rights	Class X Class	ĺ.		60 98 133491167	05405005	2040000	c	c	,	100.00 218897968
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No of fully No of F paid up paid-ur equity shares equity held shares			(70)		133491162	85425806		0	C		218897968
No of Stareho ders			(111,		7	115055		0	Ġ		115083
Category of Shareholder			(11)		Promoter & Promoter Group	Public	Non Promoter-Non Public	Shares underlying DRs	Shares held by Employer Trusts		Total:
ategory			(1)					1	23		



Table !! - Statement showing shareholding pattern of the Promoter and Promoter Group

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POST WERGER SHAREHOLDING PATTERN	Shareholding Pattern Under Regulation 31 of SEBI (LODR) Requiations, 2015		Scrip Code/Name of Scrip/Class of Security	1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)	If under 31(1)(b) then indicate the report for Quarter ending	If under 31(1)(c) then indicate date of allotment/extinguishment	the extent of submissio	PARTICULARS			The second of th	G.	Whether the Listed Entity has any shares in locked-in?	therwise encumbered?		Whether company has equity shares with differential voting rights?
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depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed entity in above table the values will be considered as 'Zero' by default *If the Listed Entity selectes the option 'NO' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, on submission of the format of holding of specified securities.

5 The tabular format for disclosure of holding of specified securities is as follows:



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Table i - Summary Statement holding of specified securities



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Table II - Statement showing shareholding pattern of the Promoter and Promoter Group





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Table IV - Statement showing shareholding partern of the Non-Francisc - Non-Public Shareholder

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					3	Š	ő	6		, ., .			
										000	~~		



		DDA MANAGO OD CANAGO		
	No.	Shareholding Patern Inder 1971 1972 1972 1972 1972 1972 1972 1972	**************************************	
Nan	Name of Listed Entity:	d Entity:	egulations, 2015	
Scri	in Code/N	Strin Code/Name of Strin / Class of Sommittee	I KIVENI POWER TRANSMISSION LIMITED	
3 3	*: /J >>	ante of the class of security	Equity	
รูกล.	are Holding	Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)	Roa 34/1/C)	
	Ġ	If under 31(1)(b) then indicate the report for Quarter ending	(3)(1)(5:63)	
	Ď.	If under 31(1)(c) then indicate date of allotment/extinguishment	100 CE 30	
Deci	:laration: î	Declaration: The Listed entity is required to submit the following declaration to the extent of summission	4707-21-00	
SI	SL.NO.	PARTICULARS	327	
	t1	Whether the Listed Entity has issued any partly paid up shares?		
**********	2	Whether the Listed Entity has issued any Convertible Securities 2	02	:
riddicha Bajlanya, fayy er g	W)	Whether the Listed Entity has issued any Warrants ?	NO NO	
a Printer de la desta de la seguiera	4	Whether the Listed Entity has any shares against which depository receipts are issued?	0N	
	ιΛ	Whether the Listed Entity has any shares in locked-in?	ON	
***************************************	ശ	Whether any shares held by promoters are pledge or otherwise encumbered?	No	
	<u></u>	Whether company has equity shares with differential voting rights?	SN	:
	œ	Whether the listed entity has any significant beneficial owner?	A TO A TO A TO A TO A TO A TO A TO A TO	**************

depository receipts, locked-in shares, No of shares piedged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed entity in above table the values will be considered as 'Zero' by default *if the Listed Entity selectes the option 'NO' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, on submission of the format of holding of specified securities.

Solities Limited & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & Ingino & In

5 The tabular format for disclosure of holding of specified securities is as follows:

Number of equity
Shares pledged shares held
or otherwise in
encumbered demateriali Number of demateriali 0.00 31300000 zed form (XIX) No. As a % of total (XIII) 0.00 0 0.00 NA NA 0.00 NA NA 0.00 NA NA As a % of total Number of SEG convertible Locked in Securities (as a Shares Š, Underlying assuming full
Outstanding conversion of n
convertible convertible 100.00 0.00 0.00 100,00 percentage of dijuted share Shareholding 8 No of Shares as a % (spital) securities (Including Warrants) 8 100.00 100.00 00.0 Total as a % of (A+8+C) Number of Voting Rights held in each dass of 0 31300000 100.00 31300000 0.00 31300000 Class Y Total (IX) No of Voting Rights 31300000 securities Class X Shareholding as a % of total no of shares (4s a % of 0.00 (A+B+C2)) (VIII) ş 31300000 31300000 Total No of Shares Held (VII) = (IV)+(V)+(VI) (VIII) No of Partly No of Shares 17 paid-up Underlying St equity Depository (V shares held Receipts (I 9 (VI) paid up parute.

S equity shares equity Der 3 31300000 31300000 No of fully 3 No of Shareholders (11) Public
Non Promoter-Non Public
Shares underwing CRs
Shares held by Employes Trusts Promoter & Promoter Group Category of Shareholder Ê Total: Category 3

Table I - Summary Statement holding of specified securities



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0.00

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Number of equity shares held in domateriality of form 88 8 8 8 8 8 0.00 8 As a % of total Number of Shares pledged or otherwise encumbere (XIIX) As a % of No. 00.00 00.00 0.00 0.00 8 8 Number of Lacked in Shares 8 ç No of Chartes Sharekolding as a Underfyin % assuming full g convertion of Outstand (convertible convertible parcuring becoming large of in diluted state cupital (MUH-X) As (Including a % of (A-A-A-Z) (A-A-A-Z) (MAT-A-A-Z) 000 ŝ 8 Total 25 2 % of (A+B+C) 0.00 0.00 0.00 100.00 100.00 00.00 00.00 00.00 200.00 3130000 31300000 31300000 31300000 Class Y Total Shareholdin
g as a % of
troot in ord in ord ord
share
Voting
(raiculated Rights held
as per SCRR, in each class
a % of
1.45+0.45
(4+0-4.45) 9.00 0 0.00 0 0.00 0 0.00 0 100.00 31300000 100.00 31300000 No of Voting Rights 3130000 Cass 100.00 (MH) 31300000 31300000 31300000 Total No of Shares Held (IV+V+VI) 3130000 ŝ No of fully pace ho of Parth No of Shares to the equity cquity Occasiony shares held Receipts (M) 3 0 31300000 31300000 31300000 3130000 3 No of Shareholders (111) PAR (1) Sub-Total (AIIZ)
Total Shareholding of Promoter and Premoter Group
(A)=(A)(1)+(A)(2) individuals/Prindu unsivided Samily
(Central Government/State Government);
(Central Government/State Government);
(Any Other
TRUPNIE INGENEERING & INDUSTRIES LIMITED
BUT-DOTAL [A](1);
Farcing
Individuals (Non-Resident Individuals/Fereign Category & Name of the Shareholder Foreign Portfolio Investor Individuals Government Institutions Any Other Category



31300000

0.00

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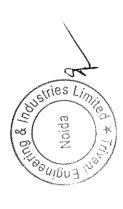
Table !! - Statement showing shareholding pattern of the Promottr and Promoter Group

Sub Category (iii) Shareholding (No. of shares) under we categorization of shares Sub Sub Category Category (i) A LOUIS NO STATE OF THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE POSITION AND THE Number of equity shares held in dematerialize d form Sistries Number of Shares
Pledged or
atherwise
chambered fe # % of total Shares held N A A A A NA NA NA 2 2 2 2 E S 0000 R4 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R5 0000 R AM COO.0 AM COO.0 AM COO.0 AM COO.0 COO.0 Z. ğ 18 As a X of tors! Shares held Shareholding as a % assuming full conversion or convertible is Securities (as a percentage of diluted share capital) (X) No of Shares
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Warrants) Sharreholding.
sa a K of total Number of Voring Rights held in each dass no of shares of scarriftes
face A.2.) Total as a % of (A+8+C) ğ No of Voting Rights Class 7 Class X Ē Total No of Shares Held (IV+V+VF) (\V(t) No of Shares
P Underlying
Depository
Receipts E No of Partity Daid-up Shares Shares Σ No of fully paid up equity shares held ξ No of Shareholders <u>(ii)</u> | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Resident Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Companies | August Reconstruction Compani 24.0 H U F
SHUSTS
STATES (81/4)
Total Public Sharcholding [8] * (81/4)-181/21-(81/4) Category & Name of the Shareholder Matual Funds
Venture Capital Funds
Alternate Investment Funds Institutions (Domestic) Category

Table III - Statement showing sharehalding pattern of the Public sharehalder

Number of equity shares held in dematerialized As 5 to the States bett Number of States pholized as otherwise encombered 28 S As a Net 1913 Shares held Vormber of Lincked in Shares to of three Underther, parameters and considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate of considerate o Tetatas a Ned (Anth-C) Statemetics: Statemetics: Statemetics: Statemetics of Verloc Statement to each 2016 of scorlide: Head Statemetics: (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): (Author): ( No of Yating Rights Class X Clear Y No of Shares Underging Depository Receipts He of fully pind up. He of Party paids regulty thanes held. Hopk Creasuring Bankit, Transference (TRISSisse transference) Research Research Total Non-Promoter-Non Public Stareholding (C) = (C)(1)+(C)(1) 200 Category & Name of the Shareholder Catagory

Table M. Statement thousing chareholding pattern of the Non Promotins. Mer Public Starcholder



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75

١		POST MERGER SHAREHOLDING PATTERN		T-1000
ı		Shareholding Pattern Under Requiation 31 of SEBI (I ODR) Requires 2015	milatione 2045	
	Name of Listed Entity:		100/mail 00/mail 1	
2	Scrip Code/1	Scrip Code/Name of Scrip/Class of Serurity		THE CONTROL THE STON LIMITED
ļ	Characterial.			Equity
1	Jiair Huldir	Share morally rattern Fried under: keg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)	000	Rec 31(1)(c)
1	ró	If under 31(1)(b) then indicate the report for Quarter ending	C	
- 1	نه.	If under 31(1)(c) then indicate date of allotment/extinguishment	- SU	06_12_303A
í	Declaration:	Declaration: The Listed entity is required to submit the following declaration to the extent of submission		*705.77
	SL.NO.	PARTICULARS	YES	Cia
	<b></b>	Whether the Listed Entity has issued any partly paid up shares?		22
	2	Whether the Listed Entity has issued any Convertible Securities ?	-	OM VIV
	m	Whether the Listed Entity has issued any Warrants ?		No
	4	Whether the Listed Entity has any shares against which depository receipts are issued?		No.
	n,	Whether the Listed Entity has any shares in locked-in?	-	oN
	9	Whether any shares held by promoters are pledge or otherwise encumbered?	:	ON
		Whether company has equity shares with differential voting rights?		No
	∞	Whether the listed entity has any significant beneficial owner?	**************************************	The objects of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the control of the co

depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed entity in above table the values will be considered as 'Zero' by default *if the Listed Entity selectes the option 'NO' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, on submission of the format of holding of specified securities.

5 The tabular format for disclosure of holding of specified securities is as follows:



in demateriali equity shares held 0.00 104682245 Number of 75797054 28885152.4 (XIV) 0.00 Number of Shares pledged s or otherwise ii As a % of total encumbered (XIII) 0.00 0 0.00 NA NA 0.00 NA NA 0.00 Ŋ, Asa%of total Number of Locked in (XII) Securities (as a Shares 6 Š 72.36 27.64 100.00 0.00 assuming full conversion of percentage of diluted share capital) Shareholding convertible No of Shares as a %
Underlying assuming or version convertible convertible securities Securities (induding percentag Warrants) diluted si (X) Ö Ξ Total as a % of (A+B+C) 72.36 0.00 100.00 Number of Voting Rights held in each class of 00 75797054 28957285 0 104754339 No of Voting Rights Class Y | Total X 75797054 28957285 ä a 100.00 104754339 securities Class X 72.35 Shareholding as a % of total in o of shares (As a % of 0.00 (VIII) (A+8+C2)) ۲ 75797054 Total No of Shares Held (VII) = ((VY+(V)+(VI) 104754339 (1/1) 0 No of Partly No of Shares paid up paid-up Underlying equity shares equity Depository heid shares held Receipts (M) 0 0 8 75797054 28957285 122438 104754339 No of fully 2 00 122430 No of Shareholders (III) Non Promoter-Non Public Shares underlying DAs Shares heid by Employes Trusts Promoter & Promoter Group Category of Shareholder Ξ Public Total: Category

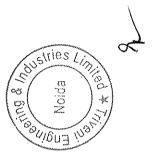


Table ! - Summary Statement holding of specified securities

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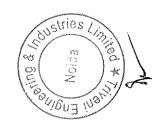
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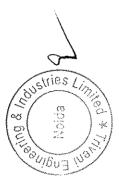
Table II - Statement showing share? Olding pattern of the Promoter and Promoter Group



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Table N - Statement showing shoraboliding partern of the Non Promotor - Non Fublic Shareholder

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	PRE MERGER SHAREHOLDING PATTERN		
	Shareholding Pattern Under Regulation 31 of SEBI (LODR) Regulations. 2015	215	
Name of Listed Entity:		SIR SHADI A FNTERDRICES   TD	TERPOPICES   TD
Scrip Code/	Sorip Code/Name of Scrip/Class of Security		
Share Holdi	Share Holding Pattern Filed under Red 31/1/19/Red 34/1/Ve)		200
Ţ		7,(1)(C	(2)(L)
ris	If under 31(1)(b) then indicate the report for Quarter ending		
.ci	If under 31(1)(c) then indicate date of allotment/extinguishment	06-12-2024	-2024
Declaration.	Declaration. The Listed entity is required to submit the following declaration to the extent of submission of information-		
SL.NO.	PARTICULARS	YES	CN
	Whether the Listed Entity has issued any partly baid up shares?		No
(7)	Whether the Listed Entity has issued any Convertible Securities ?		2 2
ርጎን	Whether the Listed Entity has issued any Warrants?		2 Z
4	Whether the Listed Entity has any shares against which depository receipts are issued?		2 2
ហ	Whether the Listed Entity has any shares in locked-in?	Millione	2 2
ω	Whether any shares held by promoters are pledge or otherwise encumbered?		2 Z
<b> </b> ~	Whether company has equity shares with differential voting rights?		2
ထ	Whether the listed entity has any significant beneficial owner?	× 4	A Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of the Commence of

*if the Listed Entity selectes the option 'NO' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares. No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

5 The tabular format for disclosure of holding of specified securities is as follows:





			S Jacobs	condy shares	pela m		C COLLS I AIV !	3242884	1801815	ď	2	0	6	1000
tumber of Shares				2	FG 6 03	10161 0161 CS	ļ	0	0	2		0	0	
Sharebolding , Number of Locked in Number of Shares					4c > % of toka!	canital) (XI)= No a Space hald (h) No a	3	5	0	ic		5	Ö	
Shareholding   7		convertible	Securities ( 25	o nomeonada	disting spare	capital) (XI)=	11. 10	11.10	35.23	Ö	č	5	2	100
	No. of Shares	Outstanding	convertible			Warrantsky	č	5 6	177	0	5	315	5	
ಕಿತರನ ರಚಿತ್ರ ೧೭					Total as a % of	(A+8+C)	81.77	2000	30.60	3	5	0	2	100
g kigaks neid in securities (IX)	a Richts					eq: Y Total	13242284	012000	1201112	8	10	č	2	18250000
non in landing	No of Voting Rights					As a % of Class eq: X Class eq: Y Total	3242884	900000	2000	Ö	Č	jo		5255005
Shareholdin g 23 2 % of	total no, of	(calculated	es per	SCRP, 1957)	(MIL)	As 3 % of	91.7			5	o	c	2	33
		Total nos.	Shares beld	(VE) ==	(WHO)	S	3242884			5	0	C	20000	25200576
	o Z	•	underlying   st	Depository	Receipts	S	0	0		5	~	0		
		No. of fully No. of Partly	dn-gied dn bjed	equity equity	shares held shares held	(V) (V)	3242884	2007114		5	ö	io	000000	2530300
			Nos. of	shareholder	Ŋ	300	4.00	7374		5	<del>6</del>	c c	25.55	657
					Category of shareholder	(0)	Promoter & Promater Group	ojignej	hion Gramater Man D. thin	2000 L 2001 L 2001 L 2001	Shares underland Ons	Shares held by Employee Trusts	Jagor.	: Ofer
			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		Category	Ξ	(8)	Ó	Γ	2	(10)	(23)		





Number of requiry starrs starrs bold in dometria lized form (XIV)				7	P	ò	0	Ö	Ó	3	Ö	ö	1002/05	-08C/Cc	3242884	220000	2545004	C	5	õ		376	5 6	E	1
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	As a % of total Shares			je		ā				o la		5 6				8 0.800.000	2000000	ō		5		c	c		
Number of Looked in Strares (XII)	\$ 07.			0	Ö	ā	O	Ö	0	ö	3 6	5 6		0	O	0.77	Section of the second	٥	c			) c	C	0	\$1500 SHEWS
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	702 as 2 % of (A-B-C)			0 0	O IC	oi oi		6	ĺ	òòò		0			11.13	61.77	State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State State	0	ć		0	io io		JC	0.0000000000000000000000000000000000000
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Total nos. Stands held (VII) = (IV) + (V)				õ	C	3	e 1	5 6	5	0	ō	6	3282854	328284	3282884	3282884		a	76	O	C	ö	G	io	THE STREET STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STREET, STR
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Category			lucium	Individuals, Those Undivided Family	PUGGGGS LA	שארושי רביר	RANGEMONT IN SO	Pools Lat	WIVER UNSWANTAMAN	RADH XA VISWANATHAN HOON	Central Government	Tinanca: Institutions	Ary Other (specify)	il Sod es Jordonate	TRIVENI ENGINEES LTD	Sub-Totas (A)(1)	Foreign	Individuals (Non-Re- Individuals)	Government	lostitunora:	Foreign Portfolio Investor	Any Other (specify)	il Bodies Corporate	Sub-Total (AX2)	TOTAL Shareholding of Promoter and
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2.4.2         1.2596-4         C         1.2596-4         2.4.9         0         2.4.9         0         0         0         1.2596-2         0           2.1.21         1113378         C         1113172         21.21         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0
21 Z1         1113378         C 1113375         21 Z1         C 21.21         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0         C 0
5.2         4.33409         C. 430409         6.2         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0
\$.2         4.30409         C         4.50409         E.Z         0         0         C         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0
1,13   55967   0   55957   1,33   0   1,43   0   0   0   0   0   0   0   0   0
1.42   585000   0   585004   1.33   0   1.33   0   0   0   0   0   65907   0   0   0   0   0   0   0   0   0
1.64   250.05   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62   1.62
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Annexure-





"If the Income Approach method used in the Valuation, Revenue, PAT and EBIDTA (in value and percentage terms) details of entities involved in the scheme for all the number of years considered for valuation. Reasons justifying the EBIDTA/PAT margin considered in the valuation report."

As explained in the Joint Valuation Report, Finvox used the income approach, utilizing the discounted cash flow method, for the valuation of Triveni Engineering and Industries Limited ("TEIL") and Sir Shadi Lal Enterprises Limited ("SSEL") for the proposed merger of SSEL with TEIL.

The projected revenue and EBITDA (including EBITDA margin), as provided by the companies' management, used for the valuation of TEIL and SSEL via the income approach are presented below.

### 1) Sugar and Allied Business of TEIL

(INR crores)

				1	,
Particulars	2024-25	2025-26	2026-27	2027-28	2028-29
Revenue from Operations	5,205.72	5,931.60	6,452.80	6,874.74	7,264.54
Y-o-Y growth		13.94%	8.79%	6.54%	5.67%
EBITDA	416.77	605.72	775.01	906.08	1,022.88
EBITDA Margins (%)	8.01%	10.21%	12.01%	13.18%	14.08%

The increase in EBITDA margins over the projected years is on account of expected revenue growth, change in revenue mix and economies of scale.

### 2) Power Transmission Business of TEIL

(INR crores)

Particulars '	2024-25	2025-26	2026-27	2027-28	2028-29	2029-30
Revenue from Operations	370.00	441.47	554.64	637.84	733.51	843.54
Y-o-Y growth		19.32%	25.63%	15.00%	15.00%	15.00%
EBITDA	133.79	166.94	212.11	246.81	284.74	333.13
EBITDA Margins (%)	36.16%	37.82%	38.24%	38.69%	38.82%	39.49%

The increase in EBITDA margins over the projected years is on account of expected revenue growth, proposed expansion for growth and economies of scale.

### 3) Water Business of TEIL

(INR crores)

\(\tau_{\text{in}}\)					
Particulars	2024-25	2025-26	2026-27	2027-28	2028-29
Revenue from Operations	275.00	428.00	518.00	635.00	730.00
Y-o-Y growth		55.64%	21.03%	22.59%	14.96%
EBITDA	28.22	37.13	47.62	63.25	78.54
EBITDA Margins (%)	10.26%	8.67%	9.19%	9.96%	10.76%

The increase in EBITDA margins over the projected years is on account of expected revenue growth and economies of scale.



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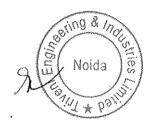
### 4) <u>SSEL</u>

(INR crores)

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Particulars Particulars Particulars	2024-25	2025-26	2026-27	2027-28	2028-29
Revenue from Operations	260.22	548.74	602.12	637.82	675.52
Y-o-Y growth	Į	110.87%	9.73%	5.93%	5.91%
EBITDA	8.95	57.60	75.07	87.57	100.16
EBITDA Margins (%)	3.44%	10.50%	12.47%	13.73%	14.83%

The increase in EBITDA margin is on account of change in ownership and management of SSEL in FY 2024-25, revival efforts put in by the new management and promoters, plugging the inefficiencies of earlier operations, and thereafter the expected revenue growth and economies of scale from FY 2025-26 onwards.

As explained in the Joint Valuation Report, the proposed demerger of PTB Undertaking from TEIL will not have any impact on the beneficial economic interest of the shareholders of Demerged Company as the equity shareholders of Demerged Company would continue to have the same beneficial economic interest in the PTB Undertaking, now by way of indirect ~30% equity ownership of Resulting Company through Demerged Company and direct ~70% equity ownership of Resulting Company. As the proposed Demerger will not affect the beneficial economic interest of the equity shareholders of Demerged Company, valuation of Resulting Company and PTB Undertaking has no bearing on the recommended Entitlement Ratio and accordingly, We did not perform any valuation of the Demerged Undertaking and the Resultant Company.



Annexure...

"If the Income Approach method used in the Valuation, Revenue, PAT and EBIDTA (in value and percentage terms) details of entities involved in the scheme for all the number of years considered for valuation. Reasons justifying the EBIDTA/PAT margin considered in the valuation report."

As explained in the Joint Valuation Report, SSPA & Co. have used Discounted Cash Flow Method under Income Approach for the valuation of TEIL and SSEL for the Proposed Amalgamation of SSEL with TEIL.

The projected revenue and EBITDA (including EBITDA margin), as provided by the companies' management, used for the valuation of TEIL and SSEL via the income approach are presented below:

### (i) TEIL

### a) Sugar Business of TEIL

(INR crores) **Particulars** 2024-25 2025-26 2026-27 2027-28 2028-29 Revenue from Operations 5,205.72 5,931.60 6,452.80 6,874.74 7,264.54 Y-o-Y growth 13.94% 8.79% 6.54% 5.67% Adjusted EBITDA 416.77 605.72 775.01 906.08 1.022.88 Adjusted EBITDA Margins (%) 8.01% 10.21% 12.01% 13.18% 14.08%

# Reasons justifying the EBIDTA margin for Sugar Business of TEIL:

The increase in EBITDA margins over the projected years is on account of expected revenue growth, change in revenue mix and economies of scale.

### b) Power Transmission Business of TEIL

(INR cror							
Particulars	2024-25	2025-26	2026-27	2027-28	2028-29	2029-30	
Revenue from Operations	370.00	441.47	554.64	637.84	733.51	843.54	
Y-o-Y growth		19.32%	25.63%	15.00%	15.00%	15.00%	
Adjusted EBITDA	133.79	166.94	212.11	246.81	284.74	333.13	
Adjusted EBITDA Margins (%)	36.16%	37.82%	38.24%	38.69%	38.82%	39.49%	

# Reasons justifying the EBIDTA margin for Power Transmission Business of TEIL:

The increase in EBITDA margins over the projected years is on account of expected revenue growth, proposed expansion for growth and economies of scale.

Corporate Office: 8th Floor, Express Trade Towers, Plot 15 & 162 Sector 16-A, Noida, Uttar Pradesh – 201301, India.

Registered Office: A-44, Hosiery Complex, Phase-II Extension, Noida-201305, Uttar Pradesh. CIN No.: L15421UP1932PLC022174

## c) Water Business of TEIL

(INR crores)

Particulars	2024-25	2025-26	2026-27	2027-28	2028-29
Revenue from Operations	275.00	428.00	518.00	635.00	730.00
Y-o-Y growth		55.64%	21.03%	22.59%	14.96%
Adjusted EBITDA  Adjusted EBITDA Margins (%)	28.22 <b>10.26</b> %	37.13 <b>8.67</b> %	47.62 <b>9.19</b> %	63.25 <b>9.96%</b>	78.54 <b>10.76%</b>

# Reasons justifying the EBIDTA margin for Water Business of TEIL:

The increase in EBITDA margins over the projected years is on account of expected revenue growth and economies of scale.

### (ii) SSEL

(INR crores)

Particulars	2024-25	2025-26	2026-27	2027-28	2028-29
Revenue from Operations  Y-o-Y growth	260.22	548.74 <b>110.87</b> %	602.12 <b>9.73</b> %	637.82 <b>5.93</b> %	675.52 <b>5.91</b> %
Adjusted EBITDA Adjusted EBITDA Margins (%)	8.95 <b>3.44</b> %	57.60 <b>10.50</b> %	75.07 <b>12.47</b> %	87.57 <b>13.73</b> %	100.16 <b>14.83</b> %

# Reasons justifying the EBIDTA margin for SSEL:

The increase in EBITDA margin is on account of change in ownership and management of SSEL in FY 2024-25, revival efforts put in by the new management and promoters, plugging the inefficiencies of earlier operations, and thereafter the expected revenue growth and economies of scale from FY 2025-26 onwards.

Further, as explained in the Joint Valuation Report, the proposed demerger of PTB Undertaking of Demerged Company into TPTL will not have any impact on the beneficial economic interest of the shareholders of Demerged Company as the equity shareholders of Demerged Company would continue to have the same beneficial economic interest in the PTB Undertaking, now by way of indirect ~30% equity ownership of Resulting Company through Demerged Company and direct ~70% equity ownership of Resulting Company. As the proposed Demerger will not affect the beneficial economic interest of the equity shareholders of Demerged Company, valuation of Resulting Company and PTB Undertaking has no bearing on the recommended Entitlement Ratio and accordingly, the valuers did not perform any valuation of the PTB Undertaking and the Resulting Company.



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Annexure - M-9

Date: 6th January, 2025

To.

Manager - Listing Compliance National Stock Exchange of India Limited 'Exchange Plaza'. C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051

Scrip Code: TRIVENI

Dear Sir/Madam,

Application under Regulation 37 of the SEBI (Listing Regulations and Disclosure Sub: Requirements) Regulations, 2015 ("Listing Regulations") for the proposed Composite Scheme of Arrangement amongst Triveni Engineering & Industries Limited ("Amalgamated Company"/"Demerged Company"), Sir Shadi Lal Enterprises Limited ("Amalgamating Company") and Triveni Transmission Limited ("Resulting Company") and their respective shareholders and their respective creditors under Section 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder ("Scheme")

In connection with the above application, we hereby confirm that the Scheme is in compliance with the applicable securities laws.

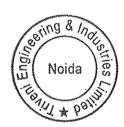
Thanking you,

Yours faithfully,

For Triveni Engineering & Industries Ltd.

Group Vice President & Company Secretary

M.No.A9475





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Annexure - M-10

Date: 6th January, 2025

Manager - Listing Compliance National Stock Exchange of India Limited 'Exchange Plaza'. C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051

Scrip Code: TRIVENI

Dear Sir/Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the proposed Composite Scheme of Arrangement amongst Triveni Engineering & Industries Limited ("Amalgamated Company"/"Demerged Company"), Sir Shadi Lal Enterprises Limited ("Amalgamating Company") and Triveni Power Transmission Limited ("Resulting Company") and their respective shareholders and their respective creditors under Section 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder ("Scheme")

In connection with the above application, we hereby confirm that the arrangement proposed in the Scheme is yet to be executed.

Thanking you,

Yours faithfully,

For Triveni Engineering & Industries Ltd.

Geta Bhalla

Group Vice President & Company Secretary

M.No.A9475

