

REF:TEIL:SE:SOA:

Date: December 19, 2025

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| BSE Limited 25 th Floor, P.J. Towers, Dalal Street, Mumbai – 400 001 | National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra(E), Mumbai – 400 051 |
| STOCK CODE: 532356 | STOCK CODE: TRIVENI |

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Receipt of order passed by the Hon'ble National Company Law Tribunal, Allahabad Bench ("Hon'ble Tribunal") in respect of the Composite Scheme of Arrangement amongst Triveni Engineering & Industries Limited ("the Company") and Sir Shadi Lal Enterprises Limited and Triveni Power Transmission Limited and their respective Shareholders and Creditors

Dear Sir/ Madam,

This is with reference to the composite scheme of arrangement amongst Triveni Engineering & Industries Limited ("TEIL"/ "the Company"), Sir Shadi Lal Enterprises Limited ("SSEL") and Triveni Power Transmission Limited ("TPTL") and their respective shareholders and creditors under Section 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (the "Scheme"), providing for amalgamation of SSEL into TEIL, and the demerger of PTB Undertaking (*as defined in the Scheme*) of TEIL into TPTL.

In this regard, we would like to inform you that the Hon'ble Tribunal, *vide* its order dated December 16, 2025, under Company Petition No. 37/ALD/2025 connected with Company Application No. 29/ALD/2025 has allowed the above second motion petition.

The copy of the order passed by the Hon'ble Tribunal (downloaded from the website of NCLT) has been enclosed herewith. The order is also available on the Company's website at www.trivenigroup.com.

We request you to take the above information on record.

Thanking you,

Yours faithfully,

For **TRIVENI ENGINEERING & INDUSTRIES LIMITED**

GEETA BHALLA

Group Vice President &

Company Secretary

M. No.: A9475

Encl: As above

DIVISION BENCH

ITEM NO.12

**NATIONAL COMPANY LAW TRIBUNAL
ALLAHABAD BENCH
PRAYAGRAJ**

CP (CAA) No.37/ALD/2025 IN CA (CAA) No.29/ALD/2025
(Second Motion)

Under Section 230-232 of the Companies Act, 2013

In the matter of Scheme of Arrangement:

TRIVENI ENGINEERING & INDUSTRIES LIMITED

having its registered office at: A-44, Hosiery Complex,
Phase-II Extension, Nepz Post Office, Gautam Buddha Nagar,
Noida - 201305, Uttar Pradesh, India

.....Petitioner Company 1 / Amalgamated Company

AND

SIR SHADI LAL ENTERPRISES LIMITED

having its registered office at: A-44, Hosiery Complex,
Phase-II Extension, Nepz Post Office,
Gautam Buddha Nagar, Noida - 201305, Uttar Pradesh, India

.....Petitioner Company 2 / Amalgamating Company

AND

TRIVENI POWER TRANSMISSION LIMITED

having its registered office at: A-44, Hosiery Complex,
Phase-II Extension, Nepz Post Office,
Gautam Buddha Nagar, Noida - 201305, Uttar Pradesh, India

.....Petitioner Company 3 / Resulting Company

Order dated : 16th December, 2025

Coram:

HON'BLE MR. PRAVEEN GUPTA, MEMBER (JUDICIAL)

HON'BLE MR. ASHISH VERMA, MEMBER (TECHNICAL)

Present:

Sh. R.P. Agarwal, Sr. Adv. assisted by
Sh. Shubham Agarwal, Adv.

: For the Petitioner Companies

ORDER

1. Proceedings under Section 230-232 of the Companies Act, 2013 have been filed.
2. Ld. Counsel for the Petitioner Companies is present through VC and states that as per the first motion order passed on 17.10.2025 (read with rectification order dated 28.10.2025) in CA (CAA) No.29/ALD/2025, the meetings of Equity Shareholders, Secured and Unsecured Creditors of Applicant No.3/ Resulting Company were directed to be dispensed with. It was further directed to convene the meeting of Equity Shareholders, Secured and Unsecured Creditors of the Applicant Nos.1 & 2.
3. In accordance with the said order, the Chairman was also appointed, who had submitted the reports on 02.12.2025 and 10.12.2025 for the meetings of the Equity Shareholders, Secured and Unsecured Creditors of the Applicant Nos.1 & 2.
4. He further submits that the notices are required to be issued to the authorities, which are given in the prayer clause at page no.3 and the publications to be made in the newspaper i.e. Financial Express in English & Jansatta in Hindi in all editions.
5. Let notices be issued to the concerned authorities in the petition on the basis of the grounds raised in filing the second motion petition.
6. Section 230(5) of the Companies Act, 2013 read with Rule 8 and Rule 16 of the Companies (Companies Arrangements and Amalgamation) Rules, 2016 provides for issuance of Notice on such Petitions.
7. Section 230(5), Rule 8 and Rule 16 read as follows:-

“230. Power of compromise or make arrangements with creditors and members

(5) A notice under sub-section (3) along with all the documents in such form as may be prescribed shall also be sent to the Central Government, the income-tax authorities, the Reserve Bank of India, the Securities and

*Exchange Board, the Registrar, the respective stock exchanges, the Official Liquidator, the Competition Commission of India established under sub-section (1) of section 7 of the Competition Act, 2002, if necessary, and such other sectoral regulators or authorities which are likely to be affected by the compromise or arrangement and shall require that representations, if any, to be made by them **shall be made within a period of thirty days from the date of receipt of such notice, failing which, it shall be presumed that they have no representations to make on the proposals.***

Rule 8

8. Notice to statutory authorities.—

- (1) For the purposes of sub section (5) of section 230 of the Act, the notice shall be in Form No. CAA.3, and shall be accompanied with a copy of the scheme of compromise or arrangement, the explanatory statement and the disclosures mentioned under rule 6, and shall be sent to.- (i) the Central Government, the Registrar of Companies, the Income tax authorities, in all cases; (ii) the Reserve Bank of India, the Securities and Exchange Board of India, the Competition Commission of India, and the stock exchanges, as may be applicable; (iii) other sectoral regulators or authorities, as required by Tribunal.*
- (2) The notice to the authorities mentioned in sub-rule (1) shall be sent forthwith, after the notice is sent to the members or creditors of the company, by registered post or by speed post or by courier or by hand delivery at the office of the authority.*
- (3) If the authorities referred to under sub-rule (1) desire to make any representation under sub-section (5) of section 230, the same shall be sent to the Tribunal within a period of thirty days from the date of receipt of such notice and copy of such representation shall simultaneously be sent to the concerned companies and in case no representation is received within the stated period of thirty days by the Tribunal, it shall be presumed that the authorities have no representation to make on the proposed scheme of compromise or arrangement.”*

Rule 16

16. Date and notice of hearing.—

(1) The Tribunal shall fix a date for the hearing of the petition, and notice of the hearing shall be advertised in the same newspaper in which the notice of the meeting was advertised, or in such other newspaper as the Tribunal may direct, not less than ten days before the date fixed for the hearing.

(2) The notice of the hearing of the petition shall also be served by the Tribunal to the objectors or to their representatives under sub-section (4) of section 230 of the Act and to the Central Government and other authorities who have made representation under rule 8 and have desired to be heard in their representation”

8. In view of the above, issue notice to the authorities specified in Section 230(5) of Companies Act 2013 read with Rule 8 and Rule 16 of the Companies (Companies Arrangements and Amalgamation) Rules 2016 for submitting their representation, if any. Notice to be served by all modes and affidavit evidencing proof of service be filed at least 7 days before the date fixed for hearing.
9. In addition to the service of notice as above,
- a) Petitioner(s) are directed to take steps for issuance of notice in Form CAA3 and to the Central Government, through the Ministry of Corporate Affairs to the Jurisdictional Regional Director(s), Ministry of Corporate Affairs.
 - b) Notice to the Regional Director(s) to be sent to the e-mail Address at rd.north@mca.gov.in, and postal address at B-2 Wing, 2nd Floor, Pt. Deendayal Antyodaya Bhawan, CGO Complex, New Delhi – 110003;
 - c) Notice to the RoC, U.P. to be sent to the e-mail Address at roc.kanpur@mca.gov.in, and postal address at 2nd Floor, Kendriya Bhawan, GPOA, Fazal Ganj, Kanpur-201 812, Uttar Pradesh;
 - d) Notice to the Official Liquidator, Ministry of Corporate Affairs, Corporate Bhawan, 9th Floor, Sangam Place, Civil Lines, Allahabad-211001 to be sent as well as through email Address at ol.allahabad@mca.gov.in;

- e) Principal Chief Commissioner of Income Tax [U.P. (East), as Nodal Officer having e-mail Address at lucknow.pccit@incometax.gov.in and postal address at Pratyaksh Kar Bhawan, 57-Ramtirth Marg, Lucknow – 226001 for Petitioner Company 1 and 3 with request to send it to the assessing officer having jurisdiction over the petitioner companies;
 - f) Principal Chief Commissioner of Income Tax (CCA), Delhi, having office at C.R. Building, I.P. Estate, New Delhi - 110002 for Petitioner Company No.2;
 - g) The office of the Assistant Commissioner of Income Tax, Circle 5(2)(1), Aayakar Bhawan, A-2D, Sector 24, Gautam Budh Nagar, Noida, Uttar Pradesh – 201307 for Petitioner Company 1;
 - h) The office of the Income Tax Officer, Ward 23(3), Delhi. Address: Central Revenue Building, I.P. Estate, New Delhi – 110002 for Petitioner Company No.2;
 - i) The office of the Income Tax Officer, Ward 5(2)(5), Aayakar Bhawan, A-2D, Sector 24, Gautam Budh Nagar, Noida, Uttar Pradesh – 201307 for Petitioner Company No.3;
 - j) BSE Limited, Floor 25, P.J. Towers, Dalal Street, Mumbai-400001; and
 - k) National Stock Exchange of India Ltd, Exchange Plaza, C-1, Block G, Bandra(E), Mumbai- 400051.
10. Notice is also directed to be published in two prominently circulating national daily newspapers namely “Financial Express” in English & “Jansatta” in Hindi both in all Editions, in terms of Rule 7 of the Companies (Companies Arrangements and Amalgamation) Rules, 2016 and an affidavit evidencing proof of publication be filed.
11. All the authorities on receipt of the notice, are directed to file their representation, if any, within 30 days from the date of receipt of the notice. In

case, no representation is received, it will be presumed that they have no objection to the proposal.

12. The Petitioner Companies shall also file an affidavit stating the objections received from public pursuant to publication of notice of hearing in the newspapers.
13. The Registry shall also report before the date fixed for hearing as to whether any objection has been received to proposed scheme.
14. Let the matter be put up for further hearing on 5th February, 2026.
15. Let copy of the order provided to the Ld. Counsel of the Petitioner Companies for necessary compliance.

-Sd-
(Ashish Verma)
Member (Technical)

-Sd-
(Praveen Gupta)
Member (Judicial)

16th December, 2025

Kavya Prakash Srivastava
(Stenographer)