Triveni
ENGINEERING & INDUSTRIES LTD.

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REF:TEIL:SE: Date: 16th Sept., 2026

BSE Limited P.J. Tower, Dalal Street, Fort, MUMBAI - 400 001 Thru: BSE Listing Centre	National Stock Exchange of India Ltd., Exchange Plaza, Bandra-Kurla Complex, Bandra (E), MUMBAI - 400 051 Thru: NEAPS
STOCK CODE: 532356	**STOCK CODE: TRIVENI**

Sub: Reports from the Audit Committee and Independent Directors of the Company certifying the distribution of proceeds to eligible shareholders of fractional shares ("eligible shareholders") pursuant to Composite Scheme of Arrangement amongst Sir Shadi Lal Enterprises Ltd. ("Amalgamating Company"), Triveni Engineering & Industries Ltd. ("Amalgamated Company") and Triveni Power Transmission Ltd. ("Resulting Company") and their respective shareholders and creditors ("Scheme") sanctioned by the Hon'ble National Company Law Tribunal, Allahabad Bench ("NCLT).

Dear Sir/Madam,

We wish to inform you that in accordance with the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 on the Scheme of Arrangement by Listed Entities, issued by Securities and Exchange Board of India, please find enclosed herewith the Reports from the Audit Committee and the Independent Directors of the Company dated September 16, 2026, certifying distribution of the proceeds of fractional shares to eligible shareholders pursuant to the Scheme.

Please take the above information on record.

Thanking you,

Yours faithfully,
For Triveni Engineering & Industries Limited

GEETA BHALLA Digitally signed by GEETA BHALLA Date: 2026.09.16 13:07:42 +05'30'

Geeta Bhalla
Group Vice President & Company Secretary
M. No.: A9475

Encl: a/a

Report of the Audit Committee of the Board of Directors of Triveni Engineering & Industries Limited dated September 16, 2026 certifying distribution of proceeds to eligible shareholders of fractional shares (Eligible Shareholders) pursuant to the Composite Scheme Of Arrangement amongst Sir Shadi Lal Enterprises Limited ("Amalgamating Company"), Triveni Engineering & Industries Limited ("Amalgamated Company") And Triveni Power Transmission Limited ("Resulting Company") and their respective shareholders and creditors (" The Scheme")

Committee Members

1. Dr. Meena Hemchandra, Chairperson
2. Mr Siraj Azmat Chaudhry, Member
3. Mr Tarun Sawhney, Member

This report of the Audit Committee of the Board of Directors is made in compliance with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Master Circular") as amended from time to time.

I. BACKGROUND

1.1 The Composite Scheme Of Arrangement amongst Sir Shadi Lal Enterprises Limited ("Amalgamating Company"), Triveni Engineering & Industries Limited ("Amalgamated Company"/"Demerged Company") and Triveni Power Transmission Limited ("Resulting Company") and their respective shareholders and creditors (" The Scheme") was approved by the Hon'ble National Company Law Tribunal, Allahabad Bench ('NCLT') vide its Orders dated May 07, 2026 and May 18, 2026. Accordingly, as on May 19, 2026 ie Effective Date (as defined in the Scheme) the Amalgamating Company has merged with the Amalgamated Company in accordance with Part III of the Scheme and the Amalgamating Company stands dissolved without being wound up, without any further act or deed.

1.2 In the terms of the provision of the Scheme, the eligible shareholders of Sir Shadi Lal Enterprises Limited (Amalgamating Company), as on the record date (i.e., June 3, 2026) were issued and allotted the equity shares of Triveni Engineering & Industries Limited (Amalgamated Company) on June 9, 2026 in the share exchange ratio of 100:137 i.e. 100 (One hundred) fully paid-up Equity Shares of the Amalgamated Company of the face value of INR 1 (Indian Rupee One) each were issued and allotted, at par as fully paid-up to the equity shareholders of the Amalgamating Company for every137 (One hundred thirty seven) Equity Shares of INR 10 (Indian Rupees Ten) each held by the shareholders of the Amalgamating Company, as on the Record Date.

1.3 The fully paid-up equity shares allotted to the shareholders of Sir Shadi Lal Enterprises Limited rank pari-passu in all respect with the existing fully paid-up equity shares of the Company.

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1.4 While determining the allotment pursuant to the Scheme, 6064 shareholders became entitled to fractional entitlements. In accordance with the provision of the Scheme, allotment of 4308 equity shares of Re.1/- each arising out of consolidation of fractional entitlements, were directly credited to a separate demat account titled **"Triveni Engineering & Industries Limited – Trustee Demat Share Escrow Account"** (DP ID: IN300118, Client ID: 11850322) opened and maintained by Mitcon Credentia Trusteeship Services Limited, who were appointed by the Board of Directors of the Company to hold fractional shares in trust for the benefit of the shareholders entitled to such fractional entitlements in compliance with the Scheme and applicable SEBI circulars.

1.5 In terms of SEBI Master Circular, a report from the Audit Committee is required to certify that the proceeds from the sale of consolidated fractional entitlements are given to Eligible Shareholders in proportion to their entitlements. This report is made to comply with the requirements of the said Master Circular.

2. TREATMENT OF FRACTIONAL ENTITLEMENTS

2.1 As per the SEBI Master Circular, the fractional entitlements are required to be sold by the Trustee in the open market within 90 days and the net sale proceeds thereof, after deductions of the applicable taxes and expenses incurred, to be distributed to the respective eligible equity shareholders of the Amalgamating Company in proportion to their respective fractional entitlements.

2.2 The distribution of sale proceeds (after deduction of the expenses incurred and TDS) has been completed on September 09, 2026 as per following details:

No. of shares	Gross Proceeds [INR]	TDS [INR]	Net Proceeds [INR]
4,308	12,25,385.00	598.00	12,24,787.00

3. CERTIFICATE OF AUDIT COMMITTEE

The Audit Committee, after due deliberation and due consideration of all necessary documents, certifies that the Company has compensated the eligible equity shareholders by distributing the sale proceeds of fractional entitlements in accordance with the provisions of Scheme and SEBI Master Circular.

For and on behalf of the Audit Committee of
TRIVENI ENGINEERING & INDUSTRIES LIMITED

Triveni Engineering & Industries Limited ★ Noida

9/16/2026

X Meena Hemchandraa

Signed by: MEENA HEMCHANDRA

Dr Meena Hemchandra
Independent Director

Chairperson
DIN : 05337181

Date : 16/09/2026
Place: Bengaluru

Triveni Engineering & Industries Limited ★ Noida

Report of the Independent Directors of Triveni Engineering & Industries Limited dated September 16, 2026 certifying distribution of proceeds to eligible shareholders of fractional shares (Eligible Shareholders) pursuant to the Composite Scheme Of Arrangement amongst Sir Shadi Lal Enterprises Limited ("Amalgamating Company "), Triveni Engineering & Industries Limited ("Amalgamated Company") and Triveni Power Transmission Limited ("Resulting Company") and their respective shareholders and creditors (" The Scheme")

The following Independent Directors of Triveni Engineering & Industries Limited were present at the meeting of Independent Directors of the Company:

Present

1. Mr Jitendra Kumar Dadoo
2. Dr. Meena Hemchandra
3. Mr Siraj Azmat Chaudhry
4. Dr. Rajender Pal Singh

Chairperson: The Committee unanimously elected Mr. Jitendra Kumar Dadoo as the Chairperson of this meeting.

The report of the Independent Directors is made in compliance with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Master Circular") as amended from time to time.

I BACKGROUND

1.1 The Composite Scheme Of Arrangement amongst Sir Shadi Lal Enterprises Limited ("Amalgamating Company"), Triveni Engineering & Industries Limited ("Amalgamated Company"/"Demerged Company") and Triveni Power Transmission Limited ("Resulting Company") and their respective shareholders and creditors (" The Scheme") was approved by the Hon'ble National Company Law Tribunal, Allahabad Bench ('NCLT') vide its Orders dated May 07, 2026 and May 18, 2026. Accordingly, as on May 19, 2026 ie Effective Date (as defined in the Scheme) the Amalgamating Company has merged with the Amalgamated Company in accordance with Part III of the Scheme and the Amalgamating Company stands dissolved without being wound up, without any further act or deed.

1.2 In the terms of the provision of the Scheme, the eligible shareholders of Sir Shadi Lal Enterprises Limited (Amalgamating Company), as on the record date (i.e., June 3, 2026) were issued and allotted the equity shares of Triveni Engineering & Industries Limited (Amalgamated Company) on June 9, 2026 in the share exchange ratio of 100:137 i.e. 100 (One hundred) fully paid-up Equity Shares of the Amalgamated Company of the face value of INR 1 (Indian Rupee One) each were issued and allotted, at par as fully paid-up to the equity shareholders of the Amalgamating Company for every137 (One hundred thirty seven) Equity Shares of INR 10 (Indian Rupees Ten) each held by the shareholders of the Amalgamating Company, as on the Record Date.

Triveni Engineering & Industries Limited ★ Noida

1.3 The fully paid-up equity shares allotted to the shareholders of Sir Shadi Lal Enterprises Limited shall rank pari-passu in all respect with the existing fully paid-up equity shares of the Company.

1.4 While determining the allotment pursuant to the Scheme, 6,064 shareholders became entitled to fractional entitlements. In accordance with the provision of the Scheme, allotment of 4,308 equity shares of Re.1/- each arising out of consolidation of fractional entitlements, were directly credited to a separate demat account titled **"Triveni Engineering & Industries Limited – Trustee Demat Share Escrow Account"** (DP ID: IN300118, Client ID: 11850322) opened and maintained by Mitcon Credentia Trusteeship Services Limited, who were appointed by the Board of Directors of the Company to hold fractional shares in trust for the benefit of the shareholders entitled to such fractional entitlements in compliance with the Scheme and applicable SEBI circulars.

1.5 In terms of SEBI Master Circular, a report from the Independent Directors is required to certify that the proceeds from the sale of consolidated fractional entitlements are given to Eligible Shareholders in proportion to their entitlements. This report is made to comply with the requirements of the said Master Circular.

II TREATMENT OF FRACTIONAL ENTITLEMENTS

2.1 As per the SEBI Master Circular, the fractional entitlements are required to be sold by the Trustee in the open market within 90 days and the net sale proceeds thereof, after deductions of the applicable taxes and expenses incurred, to be distributed to the respective eligible equity shareholders of the Amalgamating Company in proportion to their respective fractional entitlements.

2.2 The distribution of sale proceeds (after deduction of the expenses incurred) has been completed on September 09, 2026 as per following details:

No. of shares	Gross Proceeds [INR]	TDS [INR]	Net Proceeds [INR]
4,308	12,25,385.00	598.00	12,24,787.00

III CERTIFICATE OF INDEPENDENT DIRECTORS

Based on the above, it is certified that the Company has compensated the eligible equity shareholders by distributing the sale proceeds of fractional entitlements in accordance with the provisions of Scheme and SEBI Master Circular.

For and on behalf of the Independent Directors of
TRIVENI ENGINEERING & INDUSTRIES LIMITED

JITENDRA KUMAR DADOO
Digitally signed by JITENDRA KUMAR DADOO
Date: 2026.09.16 11:37:35 +05'30'

Triveni Engineering & Industries Limited ★ Noida

Jitendra Kumar Dadoo
Independent Director, Chairperson
DIN: 02481702

Date : 16/09/2026
Place: New Delhi