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REF:TEIL:SE:

Date: June 04, 2026

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

Sub: Material update in connection with the Composite Scheme of Arrangement amongst Triveni Engineering & Industries Ltd. (TEIL) and Sir Shadi Lal Enterprises Limited (SSEL) and Triveni Power Transmission Ltd (TPTL) and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme")

Ref: Observation letters No. NSE/LIST/46129 I dated August 11, 2025 and No. DCS/AMAL/NB/R37/3734/2025-26 dated August 07, 2025 ("Observation Letters"), issued by the National Stock Exchange of India Limited and BSE Limited (collectively the "Stock Exchanges"), respectively, received in relation to the Scheme

Dear Sir/Madam,

We would like to inform you that TPTL, through its letter dated June 04, 2026, has communicated to the Company certain material events/ updates in relation to the Scheme, which is enclosed herein as **Annexure 1**.

This disclosure is being made in respect of TPTL, pursuant to the requirement in the Observation Letters requiring TEIL to disclose material information about TPTL to the Stock Exchanges on a continuous basis, read with the provisions of Regulation 30 and Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended till date), and the Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026.

Please take on record the above information.

Thanking You.

Yours faithfully,

For **Triveni Engineering & Industries Ltd.**



Geeta Bhalla

Gp Vice President & Company Secretary

M. No: A 9475

Encl: As above

Annexure 1

June 04, 2026

Triveni Engineering & Industries Limited,
8th Floor, Express Trade Towers
15-16, Sector 16A,
Noida- 201 301 (U.P.)

Sub: Material update in connection with the Composite Scheme of Arrangement amongst Triveni Engineering & Industries Ltd. (TEIL) and Sir Shadi Lal Enterprises Limited (SSEL) and Triveni Power Transmission Ltd (TPTL) and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Scheme”).

Dear Sir/ Madam,

This is to inform you that the Board of Directors of the Company, at its meeting held on June 04, 2026, has *inter-alia*, considered the following matters:

- 1) Approved the appointment of **Mr. Ashwath Ram (DIN 00149501)** as an Additional (Non-Executive Independent) Director of the Company, for a term of 5 (five) consecutive years with effect from 4th June 2026 till 3rd June, 2031, subject to approval of the shareholders of the Company.
- 2) Approved the appointment of **Mr. Siraj Azmat Chaudhry (DIN 00161853)** as an Additional (Non-Executive Independent) Director of the Company, for a term of 5 (five) consecutive years with effect from 4th June 2026 till 3rd June, 2031, subject to approval of the shareholders of the Company.
- 3) Approved the appointment of **Mr. Mahesh Ram Chand Chhabria (DIN 00166049)** as an Additional (Non-Executive Independent) Director of the Company, for a term of 5 (five) consecutive years with effect from 4th June 2026 till 3rd June, 2031, subject to approval of the shareholders of the Company.
- 4) Approved the appointment of **Ms. Sandhya Vasudevan (DIN 00372405)** as an Additional (Non-Executive Independent) Director of the Company, for a term of 5 (five) consecutive years with effect from 4th June 2026 till 3rd June, 2031, subject to approval of the shareholders of the Company.
- 5) Approved the appointment of **Mr. Nikhil Sawhney (DIN 00029028)** as an Additional (Non-Executive Non-Independent) Director of the Company, with effect from 4th June, 2026 subject to approval of the shareholders of the Company.
- 6) Recommended to the shareholders for appointment of **Mr. Dhruv M Sawhney (DIN 00102999)** as Non-Executive Non- Independent Director of the Company, with effect from 1st July, 2026.

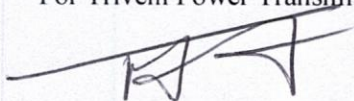
Brief details of the above changes as required under Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated 30th January, 2026 are enclosed herewith as **Annexure A**.

Further, the Board has also constituted the Audit Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee to comply with the provisions of Companies Act 2013 and SEBI LODR given that TPTL is proposed to be listed pursuant to the Scheme.

Please note that the Annual General Meeting is scheduled to be held on 30th June, 2026 inter-alia to consider the appointment of the aforesaid Directors.

Please take on record the above information.

Thanking You.
Yours faithfully,
For Triveni Power Transmission Ltd.

A handwritten signature in black ink, appearing to be 'Tarun Sawhney', written over a horizontal line.

Tarun Sawhney
Director
DIN 00382878

Encl: As above

Appointment of Mr. Ashwath Ram as an Additional Director (Non-Executive Independent)

S. No.	Particulars	Description
1.	Reason for change viz. Appointment	Appointment of Mr. Ashwath Ram (DIN 00149501) as an Additional (Non-Executive Independent) Director of the Company.
2.	Date of appointment & term of appointment	Appointed for a term of 5 (five) consecutive years, with effect from 4th June 2026 till 3rd June, 2031, subject to approval of the shareholders of the Company.
3.	Brief Profile	<p>Ashwath Ram is a seasoned business leader with over 30 years of experience in the automotive, industrial manufacturing, supply chain, and technology sectors. He holds a Bachelor's degree in Industrial Engineering from Purdue University and an MBA from Kelley School of Business, USA.</p> <p>He currently serves as Managing Director & CEO of the Revent Group and is the Founder and Promoter of multiple entrepreneurial ventures, including Ashra Consultants Pvt. Ltd., Tau Power Electronics Pvt. Ltd., and Tessa Investments. Prior to his entrepreneurial journey, Ashwath spent more than two decades with Cummins Inc., holding several senior leadership positions, including Managing Director of Cummins India, and Managing Director of Tata Cummins Pvt. Ltd. He led large-scale global operations, drove significant revenue and profitability growth, strengthened strategic partnerships, and championed sustainability, innovation, and corporate governance initiatives.</p> <p>Ashwath brings deep expertise in strategy, leadership, corporate governance, supply chain management, manufacturing excellence, business transformation, customer development, and operational performance. He has extensive experience working with multinational boards, joint ventures, OEMs, customers, and global stakeholders. His distinguished leadership experience, combined with his entrepreneurial and governance perspective, enables him to contribute effectively as an Independent Director and strategic advisor to boards.</p>
4.	Disclosure of relationships between directors	None of the Directors of the Company are inter-se related to Mr. Ashwath Ram.
5.	Information as required under BSE circular Number LIST/COM/14/2018-19 and NSE circular no. NSE/CML/2018/24 dated June 20, 2018.	Mr. Ashwath Ram is not debarred from holding the office of Director pursuant to any SEBI Order or Order of any such authority.

Appointment of Mr. Siraj Azmat Chaudhry as an Additional Director (Non-Executive Independent)

S. No.	Particulars	Description
1.	Reason for change viz. Appointment	Appointment of Mr. Siraj Azmat Chaudhry (DIN 00161853) as an Additional (Non-Executive Independent) Director of the Company.
2.	Date of appointment & term of appointment	Appointed for a term of 5 (five) consecutive years, with effect from 4th June 2026 till 3rd June, 2031, subject to approval of the shareholders of the Company.
3.	Brief Profile	<p>Siraj Azmat Chaudhry, holds an MBA from the Indian Institute of Foreign Trade (IIFT) and is a commerce graduate from Shri Ram College of Commerce, University of Delhi. Mr. Chaudhry is a seasoned business leader with 38 years of experience, out of which 23 years in leadership roles building, turning around, acquiring, and divesting businesses. He possesses strong leadership qualities and is an industry expert, thought leader, innovator and a prominent voice in the agriculture and food industry, aviation services and agri infrastructure. He has worked extensively with industry, the social sector, and the Government on transformational and numerous nation-building projects.</p> <p>Siraj, currently serves as the independent directors of Jubilant Ingrevia Ltd., Carrier Air Conditioning & refrigeration Ltd., Sanofi India Ltd., and Bikaji Foods International Ltd. He was Non-Executive Chairman of Sats India Ltd. Chairman of National Commodity Management Ltd., ('NCML') prior to which as the MD & CEO of NCML. In the past, he has been the Chairman of Cargill India, the Indian arm of Cargill Inc., where he led the build and expansion of Cargill's Food Business in India. He has been on the boards of Tata Coffee, Tata consumer, Indus Ind bank and Dhanuka Agritech.</p> <p>Siraj currently serves as advisor to Stanton Chase India. He was formerly advisor to CDC(Now British International Investment) , Ab InBev India and Louis Dreyfus Corporation.</p>
4.	Disclosure of relationships between directors	None of the Directors of the Company are inter-se related to Mr. Siraj Azmat Chaudhry.
5.	Information as required under BSE circular Number LIST/COM/14/2018-19 and NSE circular no. NSE/CML/2018/24 dated June 20, 2018.	Mr. Siraj Azmat Chaudhry is not debarred from holding the office of Director pursuant to any SEBI Order or Order of any such authority.

Appointment of Mr. Mahesh Ram Chand Chhabria as an Additional Director (Non-Executive Independent)

S. No.	Particulars	Description
1.	Reason for change viz. Appointment	Appointment of Mr. Mahesh Ram Chand Chhabria (DIN 00166049) as an Additional (Non-Executive Independent) Director of the Company.
2.	Date of appointment & term of appointment	Appointed for a term of 5 (five) consecutive years, with effect from 4th June 2026 till 3rd June, 2031, subject to approval of the shareholders of the Company.
3.	Brief Profile	Shri Mahesh Chhabria holds a Bachelor of Commerce degree from the University of Mumbai and is an Associate Member of the Institute of Chartered Accountants of India. He was the Managing Director at Kirloskar Industries Limited up to 31st March, 2025. He was also Non-Executive Non Independent Director in Kirloskar Pneumatic Company Limited, Kirloskar Ferrous Industries Limited and Kirloskar Oil Engines Limited. In his career spanning over three decades, Shri Mahesh Chhabria has undertaken several leadership roles across private equity and investment banking firms. He was instrumental in driving business strategy & transformation, managing risks, capital allocations, new investments, mergers and acquisitions of Kirloskar Group. His belief in emerging India growth story and corporate India's global aspiration led him to join Actis, a long standing leading private equity fund as a Partner for Industrial and Healthcare investments. Prior to joining Actis, he was a Partner at 3i, another private equity fund for whom he was a Global Lead Partner for healthcare investing. Before 3i, he had a long stint of 13 years + at Enam, one of the leading investment banks in India, where he held multiple roles and in the last five years there, he was the Cohead of Investment Banking division. Shri Mahesh Chhabria is an Independent Director on the Board of 7F Commercial Vehicle Control System India Limited and Shoppers Stop Limited.
4.	Disclosure of relationships between directors	None of the Directors of the Company are inter-se related to Mr. Mahesh Ram Chand Chhabria.
5.	Information as required under BSE circular Number LIST/COM/14/2018-19 and NSE circular no. NSE/CML/2018/24 dated June 20, 2018.	Mr. Mahesh Ram Chand Chhabria is not debarred from holding the office of Director pursuant to any SEBI Order or Order of any such authority.

Appointment of Ms. Sandhya Vasudevan as an Additional Director (Non-Executive Independent)

S. No.	Particulars	Description
1.	Reason for change viz. Appointment	Appointment of Ms. Sandhya Vasudevan (DIN 00372405) as an Additional (Non-Executive Independent) Director of the Company.
2.	Date of appointment & term of appointment	Appointed for a term of 5 (five) consecutive years, with effect from 4th June 2026 till 3rd June, 2031, subject to approval of the shareholders of the Company.
3.	Brief Profile	<p>Ms. Sandhya Vasudevan has masters in marketing and history and is a distinguished corporate leader and board professional with over 37 years of global leadership experience across Deutsche Bank, Thomson Reuters, AXA, and the TVS Group. She brings deep expertise in financial services, technology, risk governance, strategy, digital transformation, and business innovation.</p> <p>She serves as an Independent Director on the boards of listed and private companies. She is widely recognized for her contributions to the startup ecosystem with TiE and Iain NSRCEL, & social impact initiatives (Social Venture Partners) healthcare (Sri Shankara Cancer Hospital and Research Foundation), and public policy (ASIA). She is a passionate advocate for diversity, inclusion, intellectual property, and emerging technologies, Sandhya actively mentors entrepreneurs and supports innovation-led growth. She is also the author of Hatching Butterflies, a book on navigating change and transformation. A former governor on the board of IIT Delhi & Trustee at NASSCOM Foundation contributing to education and innovation.</p>
4.	Disclosure of relationships between directors	None of the Directors of the Company are inter-se related to Ms. Sandhya Vasudevan.
5.	Information as required under BSE circular Number LIST/COM/14/2018-19 and NSE circular no. NSE/CML/2018/24 dated June 20, 2018.	Ms. Sandhya Vasudevan is not debarred from holding the office of Director pursuant to any SEBI Order or Order of any such authority.

Appointment of Mr. Nikhil Sawhney as an Additional Director (Non-Executive Non-Independent)

S. No.	Particulars	Description
1.	Reason for change viz. Appointment	Appointment of Mr. Nikhil Sawhney (DIN 00029028) as an Additional (Non-Executive Non-Independent) Director of the Company
2.	Date of appointment & term of appointment	Appointed with effect from 4 th June 2026, subject to approval of the shareholders of the Company.
3.	Brief Profile	<p>Nikhil Sawhney has a BA and MA from Emmanuel College, University of Cambridge, and an MBA from The Wharton School, University of Pennsylvania. He is the Vice Chairman and Managing Director of Triveni Turbine Limited, and a Director on the Board of Triveni Engineering and Industries Limited, Noida, India.</p> <p>The Companies occupy leadership positions in their respective businesses of sugar manufacturing, alcohol distillation, renewable energy generation, industrial turbines and gears, and water and wastewater treatment solutions. Triveni Turbine Limited is among the world's leading manufacturers of industrial steam turbines and a global leader in renewable energy-based applications, with over 6,000 installations across more than 80 countries. The Company plays a pivotal role in the global energy transition, with a strong focus on innovation-led solutions, including the development of advanced turbine technologies that utilise CO₂ as a working fluid, enabling higher efficiency and lower environmental impact.</p> <p>Under his stewardship, Triveni Turbine Limited was named to the Forbes Asia 'Best Under A Billion' list in 2024 and 2025, recognising the company among Asia-Pacific's most resilient and high-performing enterprises with revenues under USD 1 billion. He was also featured in Forbes Asia (August 2025) for his role in scaling the company's global footprint and advancing sustainable energy solutions. He is Co-founder of the CII-Triveni Water Institute, focused on advancing water sustainability and policy dialogue in India. Trustee of the Tirath Ram Shah Charitable Hospital and the Ananta Aspen Institute, contributing to healthcare and leadership development initiatives. Co-founder of the Asia Leaders Fellowship, under the International House of Japan, fostering regional leadership and cross-cultural collaboration. Former Chairman of the CII Northern Region and CII Delhi State; currently Chair of the CII National Capital Goods Committee. Former President of the All India Management Association and former Governor on the Board of the Indian Institute of Management, Calcutta. Recognised by <i>The Economic Times</i> as one of India's "40 Hottest Business Leaders Under 40" (2015). Conferred with a Doctorate by XIM University at its 12th PG Convocation (2026). This recognition reflects his visionary leadership and enduring contributions to industry and society.</p>
4.	Disclosure of relationships between directors	Mr. Tarun Sawhney, Director and Mr. Dhruv M. Sawhney, being proposed to be appointed as a Director of the Company, are related to Mr. Nikhil Sawhney, being his brother and father, respectively.
5.	Information as required under BSE circular Number LIST/COM/14/2018-19 and NSE circular no. NSE/CML/2018/24 dated June 20, 2018.	Mr. Nikhil Sawhney is not debarred from holding the office of Director pursuant to any SEBI Order or Order of any such authority.

Appointment of Mr. Dhruv M Sawhney as Non-Executive Non-Independent Director

S. No.	Particulars	Description
1.	Reason for change viz. Appointment	Recommended appointment of Mr. Dhruv M Sawhney (DIN 00102999) as Non-Executive Non-Independent Director of the Company.
2.	Date of appointment & term of appointment	With effect from 1 st July, 2026, subject to prior approval of the shareholders of the Company by way of a Special Resolution, being age above 75 years.
3.	Brief Profile	<p>Mr. Dhruv M Sawhney graduated with a Master's degree in Mechanical Sciences from Emmanuel College, University of Cambridge, U.K. and an M.B.A. with distinction from the Wharton School, University of Pennsylvania, U.S.A. He was on the Dean's list for all terms, came second in the University, and is a life member of Beta Gama Sigma, a society for the top 1% graduates in the U.S.</p> <p>Mr. Sawhney received the "Chevalier de la Legion d'Honneur" from Late President Chirac, and was made an 'Honorary Lieutenant of the Royal Victorian Order' (LVO) by the Late HM Queen Elizabeth II. He chaired the Commonwealth Leadership Development Conferences founded by Late HRH The Duke of Edinburgh to foster and broaden the decision-making ability of future leaders.</p> <p>Mr. Sawhney was President of the Confederation of Indian Industry (CII) in 1991/92 when India started its economic liberalization program, and was Co-Chair for 10 years of the Indo French CEO's Forum constituted by the President of France and the Prime Minister of India. Mr. Sawhney was nominated by the Government of India as the founder Chairman of the Indian Institute of Management Kashipur for 9 years, and is a past Chairman of the Doon School, one of India's premier high schools. Mr. Sawhney was President of the All India Chess Federation for 12 years and is Chevalier of the Confrerie des Chevaliers du Tastevin in Burgundy.</p> <p>Mr. Sawhney is Chairman of the Triveni Group comprising of Triveni Turbine Ltd. and Triveni Engineering and Industries Ltd. with a combined market capitalizations of more than US\$ 3 Billion. Triveni Turbine Limited is among the world's leading manufacturers of industrial steam turbines and a global leader in renewable energy-based applications, with over 6,000 installations across more than 80 countries. Triveni Engineering is one of the largest producers of sugar and ethanol with a production of around 1 million tonnes of sugar annually and a distillation capacity of 860KL per day. It deals with 360k+ farmers at its eight sugar units and is among the leading producers of high-speed Gears and Power Transmission solutions.</p> <p>Mr. Sawhney chairs the Board of Trustees of North India's oldest private charitable hospital (named after his great-grandfather and inaugurated by the first President of India). The 200-bed hospital is funded by the Triveni Group and the Sawhney family, provides free and subsidized secondary care to the weaker sections of society, also runs one of India's few global training schools for nurses.</p>
4.	Disclosure of relationships between directors	Mr. Tarun Sawhney, Director and Mr. Nikhil Sawhney, Additional Director of the Company, are related to each other and are sons of Mr. Dhruv M. Sawhney.
5.	Information as required under BSE circular Number LIST/COM/14/2018-19 and NSE circular no. NSE/CML/2018/24 dated June 20, 2018.	Mr. Dhruv M Sawhney is not debarred from holding the office of Director pursuant to any SEBI Order or Order of any such authority.