Triveni
POWER TRANSMISSION LTD.

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By E-filing

REF:TPTL:SE: Date: November 5, 2026

BSE Limited P.J. Tower, Dalal Street, Fort, MUMBAI - 400 001	National Stock Exchange of India Ltd., Exchange Plaza, Bandra-Kurla Compex, Bandra (E), MUMBAI – 400 051
STOCK CODE: 544824	**STOCK CODE: TRIVENIPT**

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/Ma'am,

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 November 5, 2026, certifying distribution of the proceeds of fractional shares to eligible shareholders pursuant to the Scheme.

You are requested to kindly take the same in your record

Thanking you,

Yours faithfully,
For **Triveni Power Transmission Limited**

RAKESH KUMAR YADAV
Digitally signed by RAKESH KUMAR YADAV
Date: 2026.11.05 14:52:36 +05'30'

Rakesh Kumar Yadav
Company Secretary
M. No. A62974

Encl: As above

Report of the Audit Committee of the Board of Directors of Triveni Power Transmission Limited dated November 5, 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"/"Demerged Company") and Triveni Power Transmission Limited ("Resulting Company") and their respective shareholders and creditors ("The Scheme")

Present-Committee Members

1. Mr Mahesh Ramchand Chhabria, Chairman
2. Mr Siraj Azmat Chaudhry, Member
3. Mr Ashwath Ram, Member
4. 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"/"the 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 i.e. Effective Date (as defined in the Scheme) the Power Transmission Business of the Demerged Company stood transferred to and vested in the Resulting Company in accordance with Part IV of the Scheme, without any further act or deed.

1.2 In terms of the provision of the Scheme, the eligible shareholders of Triveni Engineering & Industries Limited (Demerged Company), as on the record date (i.e., July 22, 2026) were issued and allotted the equity shares of Triveni Power Transmission Limited (Resulting Company) on July 28, 2026 in the share entitlement ratio of 1:3 i.e. 1 (One) fully paid-up Equity Shares of the Resulting Company of the face value of INR 2 (Indian Rupees Two) each were issued and allotted, at par as fully paid-up to the equity shareholders of the Demerged Company for every 3 (Three) Equity Shares of INR 1 (Indian Rupee One) each held by the shareholders of the Demerged Company, as on the Record Date.

1.3 The fully paid-up equity shares allotted to the shareholders of Triveni Engineering & Industries Limited (Demerged Company) 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, 73,009 shareholders became entitled to fractional entitlements. In accordance with the provision of the Scheme, allotment of 35,852 equity shares of INR 2/- each arising out of consolidation of fractional entitlements, were directly credited to a separate demat account titled **"Triveni Power Transmission Limited – Trustee Demat Share Escrow Account"** (DP ID: IN300118, Client ID: 11850701) 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.

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 Demerged 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 30th October, 2026 as per following details:

No. of shares	Gross Proceeds [INR]	TDS [INR]	Net Proceeds [INR]
35,852	1,98,85,503.37	85,698	1,97,99,805.37

III CERTIFICATE OF AUDIT COMMITTEE

The Audit Committee, after due deliberation and due consideration of all necessary documents, certify 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 POWER TRANSMISSION LIMITED

Mahesh Ramchand Chhabria

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Mahesh Ramchand Chhabria
Chairman-Audit Committee
DIN : 00166049

Date : November 5, 2026
Place: Mumbai

Report of the Independent Directors of Triveni Power Transmission Limited dated November 5, 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"/"Demerged Company") and Triveni Power Transmission Limited ("Resulting Company") and their respective shareholders and creditors ("The Scheme")

The following Independent Directors of Triveni Power Transmission Limited were present at the meeting of Independent Directors of the Company:

Present

1. Mr Mahesh Ramchand Chhabria
2. Mr Siraj Azmat Chaudhry
3. Mr Ashwath Ram
4. Ms Sandhya Vasudevan

Chairperson: The Committee unanimously elected Mr. Mahesh Ramchand Chhabria 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"/"the 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 i.e. Effective Date (as defined in the Scheme) the Power Transmission Business of the Demerged Company stood transferred to and vested in the Resulting Company in accordance with Part IV of the Scheme, without any further act or deed.

1.2 In terms of the provision of the Scheme, the eligible shareholders of Triveni Engineering & Industries Limited (Demerged Company), as on the record date (i.e., July 22, 2026) were issued and allotted the equity shares of Triveni Power Transmission Limited (Resulting Company) on July 28, 2026 in the share entitlement ratio of 1:3 i.e. 1 (One) fully paid-up Equity Shares of the Resulting Company of the face value of INR 2 (Indian Rupees Two) each were issued and allotted, at par as fully paid-up to the equity shareholders of the Demerged Company for every 3 (Three) Equity Shares of INR 1 (Indian Rupee One) each held by the shareholders of the Demerged Company, as on the Record Date.

1.3 The fully paid-up equity shares allotted to the shareholders of Triveni Engineering & Industries Limited (Demerged Company) 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, 73,009 shareholders became entitled to fractional entitlements. In accordance with the provision of the Scheme, allotment of 35,852. equity shares of INR 2/- each arising out of consolidation of fractional entitlements, were directly credited to a separate demat account titled **"Triveni Power Transmission Limited – Trustee Demat Shares Escrow Account"** (DP ID: IN300118, Client ID: 11850701) 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 Demerged 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 30th October, 2026 as per following details:

No. of shares	Gross Proceeds [INR]	TDS [INR]	Net Proceeds [INR]
35,852	1,98,85,503.37	85,698	1,97,99,805.37

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 POWER TRANSMISSION LIMITED

Mahesh Ramchand Chhabria

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Mahesh Ramchand Chhabria
Chairman-Independent Directors' Meeting
DIN : 00166049

Date : November 5, 2026
Place: Mumbai