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REF:TEIL:SE:

Date: July 29, 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 July 28, 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

July 28, 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 / the Company) 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 July 28, 2026, has *inter-alia*, considered and approved/taken on record the following matters:

- 1) Allotment of 7,34,54,338 (Seven Crore Thirty Four Lakh Fifty Four Thousand Three Hundred Thirty Eight) fully paid-up equity shares of Rs.2/- each of the Company to the eligible shareholders of Triveni Engineering & Industries Limited as on record date i.e. July 22, 2026, as per the share entitlement ratio specified in the Scheme. Accordingly, the Company ceased to be a subsidiary and become an associate of TEIL.
- 2) Appointment of M/s Ernst & Young ("EY"), as an Internal Auditor of the Company for the Financial Year 2026-27, based on recommendation of the Audit Committee.
- 3) Adopted the certain policies to comply with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 given that the Company is proposed to be listed pursuant to the Scheme.
- 4) Resignation of **Mrs. Geeta Bhalla (DIN: 02561368)** and **Mr. Suresh Taneja (DIN : 00028332)**, as Directors of the Company with effect from closure of business hours on 28th July, 2026.
- 5) Based on the recommendation of Nomination and Remuneration Committee, the Board approved the appointment/designation of the following w.e.f. July, 28, 2026:
 - **Mr Dhruv M. Sawhney (DIN: 00102999)** as Chairman of the Board (Non-Executive Chairman).
 - **Mr. Tarun Sawhney (DIN: 00382878)** as Managing Director (designated as Vice Chairman & Managing Director) and Key Managerial Personnel of the Company for a period of five years and subject to approval of the shareholders.
 - **Mr. Raman Kumar S.** as the Chief Financial Officer & Key Managerial Personnel (CFO) of the Company.
 - **Mr. Rakesh Kumar Yadav** as the Company Secretary & Compliance Officer and Key Managerial Personnel (CS) of the Company.
 - Designation of certain individuals as Senior Management Personnel (SMP) of the Company other than KMPs mentioned above.

The relevant information as required under Regulation 30 of the SEBI Listing Regulations, read with SEBI HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 are enclosed as **Annexure-A**.

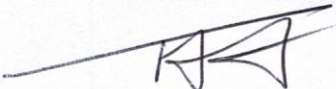
A copy each of the letters received from Mrs. Geeta Bhalla and Mr. Suresh Taneja are enclosed herewith as **Annexure B**.

Please take on record the above information.

Thanking You.

Yours faithfully,

For Triveni Power Transmission Ltd.



Tarun Sawhney

Director

DIN 00382878



Encl: As above

Annexure-A**Appointment of Ernst & Young (“EY”), as an Internal Auditor of the Company**

S. No.	Particulars	Description
1.	Reason for change viz. Appointment	Appointment of Ernst & Young (“EY”), as an Internal Auditor of the Company
2.	Date of appointment & term of appointment	The Board of Directors at its meeting held on 28 th July, 2026, approved the appointment of EY as an Internal Auditor of the Company, to conduct Internal Audit of the Company for the Financial Year 2026-27.
3.	Brief Profile	EY is a global leader in assurance, tax, transaction, and advisory services, recognized for its commitment to enhancing risk management, control, and governance processes through its Internal Audit (IA) services. By leveraging extensive industry knowledge and innovative methodologies, EY delivers tailored solutions that address unique organizational challenges. Their focus areas include risk assessment, process improvement, technology integration, regulatory compliance, and stakeholder engagement. Overall, EY's IA services provide valuable assurance and insights that support informed decision-making and contribute to the long-term success of organizations.
4.	Disclosure of relationships between directors	Not Applicable

Resignation of Mrs. Geeta Bhalla (DIN: 02561368) and Mr. Suresh Taneja (DIN: 00028332) as Directors

S. No.	Particulars	Description
1.	Reason for change viz. Resignation	Resignation of Mrs. Geeta Bhalla (DIN: 02561368) and Mr. Suresh Taneja (DIN: 00028332) as Directors of the Company
2.	Date of cessation	With effect from the closure of business hours on 28 th July, 2026.
3.	Brief Profile	Not Applicable
4.	Disclosure of relationships between directors	Not Applicable

Appointment of Mr. Tarun Sawhney (DIN: 00382878) as Managing Director (designated as Vice Chairman & Managing Director) and Key Managerial Personnel

S. No.	Particulars	Description
1.	Reason for change viz. Appointment	Appointment of Mr. Tarun Sawhney (DIN: 00382878) as Managing Director (designated as Vice Chairman & Managing Director) and Key Managerial Personnel of the Company.
2.	Date of appointment & term of appointment	Term: Appointed for a period of five years, effective July 28, 2026, subject to approval of shareholders.
3.	Brief Profile	Tarun Sawhney is the Vice Chairman and Managing Director on the

		Board of our Company. He holds a master's degree from Emmanuel College, University of Cambridge, United Kingdom and a Master of Business Administration from the Wharton School of the University of Pennsylvania, United States of America. He has over 25 years of experience in various sectors including sugar and ethanol production, bioenergy, and industrial gearboxes. He is the Vice Chairman & Managing Director of Triveni Engineering & Industries Limited, one of India's largest fully integrated producers of ethanol, sugar, and bioenergy. He is also a director of Triveni Turbine Limited and Triveni Energy Solutions Limited, and serves as an independent director on the boards of Centum Electronics Limited and Jagran Prakashan Limited. He served as the president of the Indian Sugar Mills Association and chairman of the Indian Sugar Exim Corporation Limited, and currently serves as a member of the National Council of the Confederation of Indian Industry and chairman of its National Committee on Bioenergy. He has been the recipient of the Industry Excellence Award conferred by the former Hon'ble President of India, Smt. Pratibha Rao Patil.
4.	Disclosure of relationships between directors	Mr. Dhruv M. Sawhney and Mr. Nikhil Sawhney, Directors of the Company are related to Mr. Tarun Sawhney, being his father and brother, 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. Tarun Sawhney is not debarred from holding the office of Director pursuant to any SEBI Order or Order of any such authority.

Appointment of Mr. Raman Kumar S. as the Chief Financial Officer & Key Managerial Personnel

S. No.	Particulars	Description
1.	Reason for change viz. Appointment	Appointment of Mr. Raman Kumar S. as the Chief Financial Officer & Key Managerial Personnel (CFO) of the Company
2.	Date of appointment & term of appointment	28 th July, 2026 Term: Appointed with effect from July 28, 2026.
3.	Brief Profile	Mr. Raman Kumar S. is a qualified Chartered Accountant and Commerce graduate, he brings over 24 years of experience spanning corporate finance, taxation, budgeting, financial modelling, and SAP ERP implementation. He serves as the Chief Financial Officer at Triveni Power Transmission Limited, leading the Finance, Taxation, and accounting functions. His expertise covers financial governance, strategic corporate planning, accounting compliance, and IT enablement. He plays a pivotal role in driving the organization's financial strategy, ensuring robust corporate governance, and managing the information technology framework. He previously served for 13 Years, his previous assignment was in M/s. Zuari Cement Ltd. as Senior Manager – Finance.
4.	Disclosure of relationships between directors	Not Applicable

Appointment of Mr. Rakesh Kumar Yadav as the Company Secretary & Compliance Officer and Key Managerial Personnel

S. No.	Particulars	Description
1.	Reason for change viz. Appointment	Appointment of Mr. Rakesh Kumar Yadav as the Company Secretary & Compliance Officer and Key Managerial Personnel (CS) of the Company
2.	Date of appointment & term of appointment	28 th July, 2026 Term: Appointed with effect from July 28, 2026.
3.	Brief Profile	Mr. Rakesh Kumar Yadav is an associate member of the Institute of Company Secretaries of India and a law graduate with over 7 years of experience in handling corporate law matters including Companies Act, 2013, SEBI Regulations and various corporate governance and compliances. He has previously served as the company secretary and compliance officer of Sir Shadi Lal Enterprises Ltd.
4.	Disclosure of relationships between directors	Not Applicable

The following persons have been designated as Senior Management Personnel

S. No.	Particulars	Description
1.	Reason for change viz. Appointment	Mr. Rajiv Rajpal, Chief Executive Officer , has been designated as Senior Management Personnel of the Company with effect from July 28, 2026.
2.	Date of appointment & term of appointment	
3.	Brief Profile	He holds a Bachelor of Engineering with Honors in Mechanical Engineering from BITS Pilani and brings over 40 years of extensive professional experience in the industrial manufacturing and rotary engineered sectors, out of which 35 years at Triveni. He serves as the Chief Executive Officer of Triveni Power Transmission Limited, directing the company's overall business operations in high-Speed gears and Defense products, global growth and competitiveness. His expertise encompasses business transformation, strategic market expansion, corporate governance, international operations, and digital implementation. He plays a critical role in advancing customer-centric strategies across the product lifecycle while spearheading the organization's technology development as well as digital and AI-driven transformation.
4.	Disclosure of relationships between directors	Not Applicable

S. No.	Particulars	Description
1.	Reason for change viz. Appointment	Mr. M S Shankar, Vice President – Manufacturing , has been designated as Senior Management Personnel of the Company with effect from July 28, 2026.
2.	Date of appointment & term of appointment	
3.	Brief Profile	He holds a Bachelor of Engineering and a Master of Engineering Management

		from the University of Mysore, bringing over 36 years of industrial manufacturing experience. He leads core manufacturing operations, including the Machine Shop, Assembly & Testing, Maintenance, PPC, and Sub-Contract functions. His expertise spans production management, process optimization, capacity planning, and operational excellence. He is instrumental in scaling plant capacity, driving continuous improvement, and optimizing manufacturing efficiencies to ensure cost-effectiveness, quality, and on-time delivery.
4.	Disclosure of relationships between directors	Not Applicable

S. No.	Particulars	Description
1.	Reason for change viz. Appointment	Mr. Pankaj Jain, Vice President – Marketing, Contracts & Service and Head of Aftermarket Business , has been designated as Senior Management Personnel of the Company with effect from July 28, 2026.
2.	Date of appointment & term of appointment	
3.	Brief Profile	A Mechanical Engineering graduate from NITK Surathkal, he brings over 35 years of leadership experience in aftermarket business management, strategic marketing, sales, and business transformation. He heads the Aftermarket Business alongside the Marketing, Contracts & Service functions. His leadership focuses on building high-performance teams, driving profitable growth, expanding into new markets, and fostering strong customer partnerships. He is recognized for converting complex market challenges into sustainable business opportunities through commercial acumen and execution excellence.
4.	Disclosure of relationships between directors	Not Applicable

S. No.	Particulars	Description
1.	Reason for change viz. Appointment	Mr. D Srinivasan, Vice President – Marketing & Contracts (OEM Business) , has been designated as Senior Management Personnel of the Company with effect from July 28, 2026.
2.	Date of appointment & term of appointment	
3.	Brief Profile	He holds a Bachelor of Engineering in Mechanical Engineering from Manipal University and possesses over 38 years of experience, including 6 years as a Technical Officer in the Indian Air Force. He leads the Marketing & Contracts function for the OEM Business and New Products. His expertise centers on strategic marketing, business development, contract management, and domestic and international market expansion. He is instrumental in driving sustainable revenue streams, building strong OEM relationships, and delivering customer-centric engineering solutions. He previously served 6 Years, his previous assignment was in the Indian Air Force as a Technical Officer in Operations and Maintenance.
4.	Disclosure of relationships between directors	Not Applicable

S. No.	Particulars	Description
1.	Reason for change viz. Appointment	Mr. R Suresh Kumar, Vice President – Design & R&D , has been designated as Senior Management Personnel of the Company with effect from July 28, 2026.
2.	Date of appointment & term of appointment	
3.	Brief Profile	He holds a Master's degree in Mechanical Engineering and brings over 36 years of experience in design and product development across the automotive drive systems, industrial machinery, and turbo gearboxes sectors. He leads the organization's Design & R&D function with a strong focus on technological innovation and product excellence. His technical expertise encompasses gear design, transmission technologies, design optimization, and product validation. He is dedicated to developing reliable, high-performance, and customer-centric engineering solutions aligned with global standards. He previously served for 14 Years, his previous assignment in M/s. ELGI Equipments Limited as Manager-Design, prior to that M/s. TAFE Tractors and Farm Equipment Limited, as Member R&D.
4.	Disclosure of relationships between directors	Not Applicable

S. No.	Particulars	Description
1.	Reason for change viz. Appointment	Mr. Alok Kumar Verma, Chief General Manager – Supply Chain Management and Stores , has been designated as Senior Management Personnel of the Company with effect from July 28, 2026.
2.	Date of appointment & term of appointment	
3.	Brief Profile	He holds a Bachelor's degree in Mechanical Engineering and an MBA, backed by over 34 years of extensive supply chain and strategic sourcing experience. He heads the Supply Chain Management and Stores functions at Triveni Power Transmission Limited. His professional expertise spans sourcing excellence, supplier development, procurement strategy, and end-to-end supply chain logistics. He is responsible for driving robust procurement strategies and developing a reliable supplier ecosystem to support the company's business objectives. He previously served for 18 Years, his previous assignment in M/s. Suzlon Energy Ltd as Ass. General Manager, prior to that M/s. Gujarat Pipavav Port Limited, as Sr. Manager.
4.	Disclosure of relationships between directors	Not Applicable

S. No.	Particulars	Description
1.	Reason for change viz. Appointment	Mr. Gaddi Prabhakar, Chief General Manager – Quality Assurance , has been designated as Senior Management Personnel of the Company with effect from July 28, 2026.
2.	Date of appointment & term of appointment	
3.	Brief Profile	He holds a Bachelor's degree in Mechanical Engineering and a Master of Science, with over 36 years of experience across process engineering, quality assurance, and metallurgical operations. He leads the Quality Assurance function, ensuring strict compliance with global quality standards across all manufacturing processes. His core expertise includes quality management

		systems, metallurgical and non-destructive testing (NDT), supplier quality, and process improvement. He remains committed to driving product reliability, operational excellence, and customer satisfaction through robust quality practices. He previously served for 25 Years, his previous assignment was in M/s. India Pistons Limited as General Manager, prior to that M/s. Federal-Mogul, as Manager.
4.	Disclosure of relationships between directors	Not Applicable

S. No.	Particulars	Description
1.	Reason for change viz. Appointment	Mr. Palasur Ganesan Ramesh, Chief General Manager – Defence Design , has been designated as Senior Management Personnel of the Company with effect from July 28, 2026.
2.	Date of appointment & term of appointment	
3.	Brief Profile	He holds an M.E. in Marine Engineering from the University of Pune and a Ph.D. in Reliability Engineering from IIT Bombay, with over 37 years of diverse technical experience. He leads the technology and design initiatives for the Defence Business at Triveni. His extensive career includes leadership positions with L&T Shipbuilding, the Indian Navy, DRDO, DMDE, and academia. He is responsible for driving defense product design excellence, managing strategic projects, and providing technical leadership to achieve defense sector growth objectives. He previously served 33 Years, his previous assignment in The Assam Kaziranga University as Professor & Dean, prior to that M/s. L&T Shipbuilding as Sr. Deputy General Manager - Design.
4.	Disclosure of relationships between directors	Not Applicable

S. No.	Particulars	Description
1.	Reason for change viz. Appointment	Mr. Rajeev Ramakrishna, General Manager – Defence Business Development , has been designated as Senior Management Personnel of the Company with effect from July 28, 2026.
2.	Date of appointment & term of appointment	
3.	Brief Profile	He holds an M.Tech in Material Science and brings over 34 years of distinguished experience within the defence sectors. He leads the Defence Business Development function, driving business expansion and leading strategic programmes to enhance the company's defence portfolio. His expertise spans defence business development, strategic alliances, new business initiatives, project execution, and capability development. He is responsible for building strong relationships with defence organizations and strengthening Triveni's position as a trusted partner for advanced power transmission solutions. He previously served 28 Years, his previous assignment in M/s. Reliance Shipyard as Project Manager Prior to that M/s. Micro Precision as General Manager.
4.	Disclosure of relationships between directors	Not Applicable

S. No.	Particulars	Description
1.	Reason for change viz. Appointment	Mr. Vinodh Selvaraju, General Manager – Business Strategy & Development , has been designated as Senior Management Personnel of the Company with effect from July 28, 2026.
2.	Date of appointment & term of appointment	
3.	Brief Profile	He holds a Bachelor of Engineering in Mechanical Engineering and an MBA in Finance & Operations, with over 18 years of diverse strategic experience. He leads the Business Strategy & Development function, driving the company's strategic planning and cross-functional growth initiatives. His expertise lies in strategic planning, business development, market opportunity alignment, and operational excellence. He is responsible for enhancing overall organizational performance and aligning business objectives with market dynamics to deliver sustainable, long-term corporate value. He previously served 17 Years, his previous assignment in M/s. Shanthi Gears Ltd. as DGM – BU Finance Head. Prior to that M/s. ICRA Limited as Senior Analyst.
4.	Disclosure of relationships between directors	Not Applicable

S. No.	Particulars	Description
1.	Reason for change viz. Appointment	Mr. Raja N, Human Resources & Industrial Relations (HR & IR) , has been designated as Senior Management Personnel of the Company with effect from July 28, 2026.
2.	Date of appointment & term of appointment	
3.	Brief Profile	He holds an MBA in Human Resources from the University of Mysore and a Bachelor of Laws (LLB), bringing over 20 years of experience across manufacturing and engineering sectors. He leads the Human Resources, Industrial Relations, and Administration functions. His expertise includes workforce planning, talent acquisition, leadership development, change management, statutory compliance, and employee relations. He is responsible for driving the people strategy, building a high-performance, compliant culture, and aligning HR processes to enable sustainable business growth. He previously served 19 Years, his previous assignment in M/s. SKF Group as Deputy General Manager. Prior to that M/s. Veolia Water Technologies & Solutions as Lead - Compliance & Employee Relations - South Asia.
4.	Disclosure of relationships between directors	Not Applicable

21st July, 2026

To
The Board of Directors
Triveni Power Transmission Limited
A-44, Hosiery Complex,
Phase – II, Extension, Noida-201305
Uttar Pradesh

Subject: Resignation from the Directorship of the Company

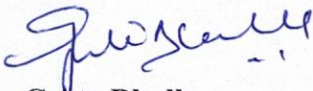
Dear Sirs,

I Geeta Bhalla, hereby tender my resignation from the directorship of the Company with effect from closing of business hours on 28th July, 2026, due implementation of the Composite Scheme of Arrangement and the consequent reconstitution of the Board of Directors of the Company. Kindly accept this letter as my resignation.

I am deeply grateful for the opportunities, experiences, and support I have received from the management during my tenure.

Please consider this letter as my formal notice of resignation.

Regards



Geeta Bhalla
(Director)
DIN: 02561368

21st July, 2026

To
The Board of Directors
Triveni Power Transmission Limited
A-44, Hosiery Complex,
Phase – II, Extension, Noida-201305
Uttar Pradesh

Subject: Resignation from the Directorship of the Company

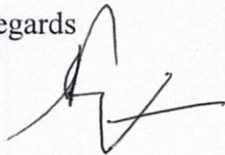
Dear Sirs,

I Suresh Taneja, hereby tender my resignation from the directorship of the Company with effect from closing of business hours on 28th July, 2026, due implementation of the Composite Scheme of Arrangement and the consequent reconstitution of the Board of Directors of the Company. Kindly accept this letter as my resignation.

I am deeply grateful for the opportunities, experiences, and support I have received from the management during my tenure.

Please consider this letter as my formal notice of resignation.

Regards



Suresh Taneja
(Director)
DIN: 00028332