

SS KOTHARI MEHTA & CO. LLP

CHARTERED ACCOUNTANTS
Statutory Auditor's Certificate

To,
The Board of Directors,
Triveni Engineering and Industries Limited
8th Floor, Express Trade Towers,
Plot 15 & 16,
Sector 16-A, Noida,
Uttar Pradesh - 201301, India

Subject: Certificate in relation to the non-applicability of requirements given in paragraph (A) (10) (b) of part 1 of SEBI master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 as amended from time to time pertaining to obtaining approval of the majority of public shareholders

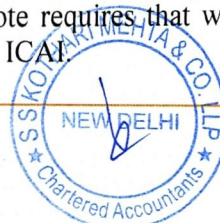
1. We, S S Kothari Mehta & Co. LLP, Chartered Accountants, the statutory auditors of Triveni Engineering and Industries Limited (hereinafter referred to as **"the Company"** or **"Amalgamated Company"** or **"the Demerged Company"**), having its registered office at **8th Floor, Express Trade Towers, Plot 15 & 16, Sector 16-A, Noida, Uttar Pradesh-201301** have requested by the Company to examine accompanying **"Undertaking in relation to the non-applicability of Paragraph A(10)(b) read with Paragraph A(10)(a) of Part I of the master circular dated June 20, 2023, issued by the Securities and Exchange Board of India ("SEBI") bearing reference no. SEBI/HO/CFD/POD-2/P/CIR/2023/93, as amended from time to time ("SEBI Master Circular")**, pertaining to obtaining approval of the majority of public shareholders as enclosed in Annexure A to this Certificate in connection with the Proposed Composite Scheme of Arrangement amongst the Company, Sir Shadi Lal Enterprises Limited (**"Amalgamating Company"**) and Triveni Power Transmission Limited (**"Resulting Company"**) and their respective shareholders and their respective creditors (**"Proposed Scheme"**)

Management Responsibility

2. The responsibility for the preparation of the Undertaking and its compliance with the SEBI Master Circular along with the relevant laws and regulations, is that of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of the internal control relevant to the preparation and presentation of the Undertaking and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances and ensuring that the Undertaking is true and correct and free from error.

Auditor Responsibility

3. Pursuant to the SEBI Master Circular, our responsibility is limited to examine the Undertaking & the books and records of the company and provide a reasonable assurance on whether requirements under the SEBI Master Circular pertaining to obtaining approval of the majority of public shareholders are applicable to the Company. Nothing contained in this certificate, nor anything said or done in the course of, or in connection with the services that are subject to this certificate, will extend any of care that we may have in our capacity of the statutory auditors of any financial statements of the company.
4. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (**"Guidance Note"**) issued by the Institute of Chartered Accountants of India (ICAI). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.



5. We have made suitable inquiries and obtained relevant representations from the management of the Company.
6. Our examination did not extend to any aspects of legal or propriety nature covered in the Undertaking.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1. Quality Control for firms that perform Audit Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.

Opinion

8. Based on our examination and according to the information, explanation and representation provided to us by the Management of the Company, in our opinion, the requirements of Paragraph A(10)(b) of Part I of SEBI Master Circular pertaining to obtaining approval of majority of public shareholders to the Proposed Scheme are not applicable for the reasons as stated in the undertaking.
9. For ease of reference, the Undertaking duly authenticated on behalf of the Company is attached as an Annexure A to this certificate and initialled by us for the purpose of identification.

Restriction on Distribution or Use

10. This Certificate is issued at the request of the Board of Directors solely for the purpose of onward submission by the Company to SEBI, the BSE Limited, the National Stock Exchange of India Limited ("NSE"), jurisdictional National Company Law Tribunal and any other regulatory authority in related to Proposed Scheme pursuant to the requirements of SEBI regulations and Sections 230 and 232 of the Act and relevant rules thereunder. Our Certificate should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as statutory auditors of the Company.

For S S Kothari Mehta & Co. LLP

Chartered Accountants

Firm Registration No: 000765N/N500441



Vijay Kumar

Partner

Membership Number No. 092671

UDIN: 24092671BKFBX12060



Place: New Delhi

Date: December 10, 2024

Enclosed; Annexure A

Annexure A

Undertaking in relation to the non-applicability of Paragraph A(10)(b) read with Paragraph A(10)(a) of Part I of the master circular dated June 20, 2023, issued by the Securities and Exchange Board of India (“SEBI”) bearing reference no. SEBI/HO/CFD/POD-2/P/CIR/2023/93, as amended from time to time (“SEBI Master Circular”), pertaining to obtaining approval of the majority of public shareholders.

1. **Background:**

1.1 This is with reference to the proposed composite of arrangement amongst Triveni Engineering & Industries Limited (“**Amalgamated Company**”/ “**Demerged Company**”/ “**Company**”), Sir Shadi Lal Enterprises Limited (“**Amalgamating Company**”) and Triveni Power Transmission Limited (“**Resulting Company**”) and their respective shareholders and their respective creditors under Section 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), read with the rules made thereunder (“**Scheme**”).

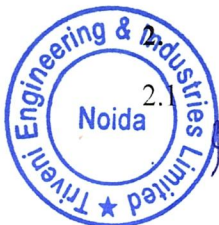
1.2 The Scheme *inter-alia* provides for:

- (i) amalgamation of the Amalgamating Company with and into the Amalgamated Company and the consequent issuance of equity shares by the Amalgamated Company to the members of the Amalgamating Company, in terms of Section 2(1B) and other applicable provisions of the Income Tax Act, 1961 (“**IT Act**”) and Sections 230 to 232 and other applicable provisions of the Act, as may be applicable, the listing of the equity shares of the Amalgamated Company which shall be issued as consideration to the members of the Amalgamating Company, and the cancellation of the SSEL Promoter Shareholding (*as defined in the Scheme*);
- (ii) the transfer and vesting of the PTB Undertaking (*as defined in the Scheme*) of the Demerged Company to the Resulting Company and the consequent issuance of equity shares by the Resulting Company to the shareholders of the Demerged Company pursuant to Section 2(19AA) and other applicable provisions of the IT Act and Sections 230 to 232 and other applicable provisions of the Act;
- (iii) listing of the Total Equity Shares of the Resulting Company (*as defined in the Scheme*), consisting of the Existing Equity Shares (*as defined in the Scheme*) and the New Equity Shares (*as defined in the Scheme*), of the Resulting Company issued as consideration in terms of the Scheme to the shareholders of the Demerged Company, on the BSE Limited and National Stock Exchange of India Limited (collectively, “**Stock Exchanges**”) after the Scheme becomes effective, in accordance with the provisions SEBI Master Circular; and
- (iv) various other matters consequential or otherwise integrally connected therewith.

1.3 The Scheme involves the Amalgamated Company, its subsidiary (i.e. the Amalgamating Company), and its wholly owned subsidiary (i.e. the Resulting Company). The Scheme envisages *inter-alia* the amalgamation of the Amalgamating Company into the Amalgamated Company and the consequent issuance of equity shares by the Amalgamated Company to the members of the Amalgamating Company, which equity shares shall be listed; and the demerger of the PTB Undertaking of the Demerged Company into the Resulting Company, and the consequent issuance of equity shares of the Resulting Company to the shareholders of the Demerged Company, which are proposed to be listed on the Stock Exchanges, in accordance with the terms of the Scheme.

Requirements under the SEBI Master Circular

The SEBI Master Circular mandates all listed companies to ensure that the scheme submitted with the National Company Law Tribunal (“**NCLT**”) for sanction shall be acted



upon in certain cases as specified in Paragraph A(10)(b) of Part I of the SEBI Master Circular only if the votes cast by the public shareholders in favour of the scheme are more than the votes cast by the public shareholders against the scheme.

- 2.2 Further, in terms of Paragraph A(10)(c) of Part I of SEBI Master Circular, the listed entity is required to provide an undertaking certified by the auditor and duly approved by the board of directors of the company stating the reasons for the non-applicability of the requirements set out in Paragraph A(10)(a) (*read with the conditions prescribed in Paragraph A(10)(b)*) of Part I of the SEBI Master Circular.
- 2.3 Accordingly, the Company hereby undertakes that the requirements stated in Paragraph A(10)(a) read with Paragraph A(10)(b) of Part I of the SEBI Master Circular pertaining to obtaining approval of the majority of public shareholders are not applicable to the Scheme for the reasons mentioned in para 3 below.
- 2.4 All capitalized terms used but not defined in this undertaking shall have the same meanings as assigned to them under the SEBI Master Circular.

3. Reasons for non-applicability

The reasons for non-applicability of obtaining approval of majority of public shareholders by the Company, in respect of the Scheme are as follows:

- 3.1 Paragraph A(10)(b)(i) of Part I of the SEBI Master Circular:

Where additional shares have been allotted to Promoter/Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/Promoter Group, Subsidiary/(s) of Promoter/Promoter Group of the listed entity

Reason for non-applicability: The Scheme does not envisage the allotment of any additional shares of the Amalgamated Company (listed entity) to the Promoter/Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/Promoter Group, Subsidiary/(s) of Promoter/Promoter Group of the Amalgamated Company. Accordingly, the provisions of Paragraph A(10)(b)(i) of Part I of the SEBI Master Circular would not be applicable.

- 3.2 Paragraph A(10)(b)(ii) of Part I of the SEBI Master Circular:

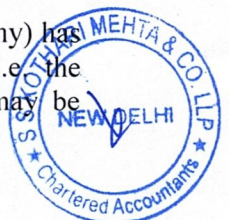
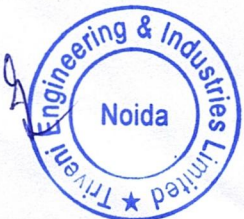
Where the Scheme of Arrangement involves the listed entity and any other entity involving Promoter/Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/Promoter Group, Subsidiary/(s) of Promoter/Promoter Group

Reason for non-applicability: The Scheme does not involve the Amalgamated Company (listed entity) and any other entity involving Promoter/Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/Promoter Group, Subsidiary/(s) of Promoter/Promoter Group. As provided in para 1 above, the Scheme involves the Amalgamated Company and its subsidiary (i.e. the Amalgamating Company) and its wholly owned subsidiary (i.e. the Resulting Company). Accordingly, the provisions of Paragraph A(10)(b)(ii) of Part I of the SEBI Master Circular would not be applicable.

- 3.3 Paragraph A(10)(b)(iii) of Part I of the SEBI Master Circular:

Where the parent listed entity has acquired, either directly or indirectly, the equity shares of the subsidiary from any of the shareholders of the subsidiary who may be Promoter/Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/Promoter Group, Subsidiary/(s) of Promoter/Promoter Group of the parent listed entity, and if that subsidiary is being merged with the parent listed entity under the Scheme

Reason for non-applicability: The parent listed entity (i.e. the Amalgamated Company) has not acquired, either directly or indirectly, the equity shares of the subsidiary (i.e. the Amalgamating Company) from any of the shareholders of such subsidiary who may be



Promoter/Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/Promoter Group, Subsidiary/(s) of Promoter/Promoter Group of the parent listed entity (i.e. the Amalgamated Company). Accordingly, the provisions of Paragraph A(10)(b)(iii) of Part I of the SEBI Master Circular would not be applicable.

3.4 Paragraph A(10)(b)(iv) of Part I of the SEBI Master Circular:

Where the scheme involving merger of an unlisted entity results in reduction in the voting share of pre-scheme public shareholders of listed entity in the transferee/resulting company by more than 5% of the total capital of the merged entity

Reason for non-applicability: The Scheme does not involve merger of any unlisted entity resulting in reduction in the voting share of pre-scheme public shareholders of listed entity in the transferee/resulting company. Accordingly, the provisions of Paragraph A(10)(b)(iv) of Part I of the SEBI Master Circular would not be applicable.

3.5 Paragraph A(10)(b)(v) of Part I of the SEBI Master Circular:

Where the scheme involves transfer of whole or substantially the whole of the undertaking of the listed entity and the consideration for such transfer is not in the form of listed equity shares

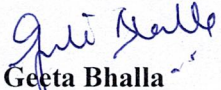
For the purpose of this clause, the expression "substantially the whole of the undertaking" in any financial year shall mean twenty per cent or more of value of the company in terms of consolidated net worth or consolidated total income during previous financial year as specified in Section 180(1)(a)(ii) of the Companies Act, 2013.

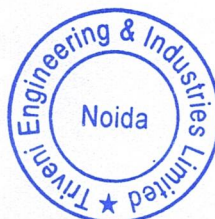
Reason for non-applicability: The Scheme does not involve transfer of whole or substantially the whole of the undertaking of the listed entity (i.e. the Amalgamated Company) where the consideration for such transfer is not in the form of listed equity shares. As explained at para 1 above, the Scheme envisages demerger of the PTB Undertaking of the Demerged Company into its wholly owned subsidiary (i.e. the Resulting Company); and the consideration for the demerger is in the form of issuance of equity shares of the Resulting Company, to the shareholders of the Demerged Company, which are proposed to be listed on the Stock Exchanges, in terms of the Scheme. Accordingly, the provisions of Paragraph A(10)(b)(v) of Part I of the SEBI Master Circular would not be applicable.

In view of the aforesaid, the requirement of obtaining approval of majority of public shareholders, as stated at Paragraph A(10)(b) of Part I of the SEBI Master Circular is not applicable to the Company in respect of the Scheme.

This undertaking is being issued pursuant to the requirement under Paragraph A(10)(c) of Part I of the SEBI Master Circular.

For and on behalf of Triveni Engineering & Industries Limited


Geeta Bhalla
Group Vice President & Company Secretary
M.No. A-9475



December 10, 2024
Noida