

Annexure - 11

Date: 10th December, 2024

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

Scrip Code: 532356

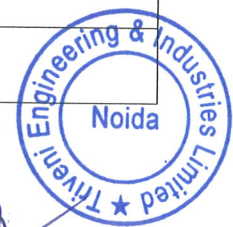
Dear Sir/Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) for the proposed Composite Scheme of Arrangement amongst Triveni Engineering & Industries Limited (“Amalgamated Company”/“Demerged 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”).

Compliance Report as per Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (“SEBI Master Circular”) issued by Securities and Exchange Board of India

It is hereby certified that the draft Composite Scheme of Arrangement amongst Triveni Engineering & Industries Limited (“Amalgamated Company”/ “Demerged Company”), Sir Shadi Lal Enterprises Limited (“Amalgamating Company”) and Triveni Power Transmission Limited (“Resulting Company”) and their respective shareholders and their respective creditors (“Scheme”) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Master Circular, including the following:

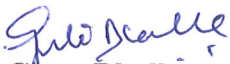
Sl. No.	Reference	Particulars	Remarks
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of the SEBI Master Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied



(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Will be complied
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied. Copy of the share exchange ratio report is enclosed as part of this application.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied. Copy of the certificate issued by the statutory auditors of the Company confirming that accounting treatment mentioned in the Scheme is in compliance with Section 133 of the Companies Act, 2013 and accounting standards framed thereunder is enclosed as part of this application.
(e)	Para (I)(A)(10)	Provision of approval of public shareholders through e-voting	Not applicable to the Amalgamated/Demerged Company. Copy of the certificate issued by the statutory auditors of the Company to this effect is enclosed as part of this application.

For Triveni Engineering & Industries Ltd.

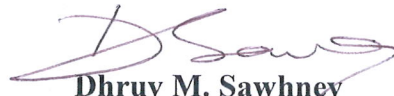
For Triveni Engineering & Industries Ltd.



Geeta Bhalla

Group Vice President & Company Secretary

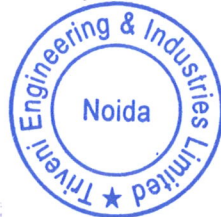
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Dhruv M. Sawhney

Chairman & Managing Director

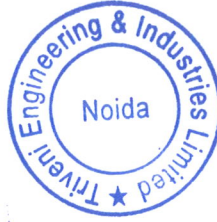
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Certified that the transactions / accounting treatment provided in the proposed draft composite scheme of arrangement involving Triveni Engineering & Industries Limited (“Amalgamated Company”/ “Demerged Company”), Sir Shadi Lal Enterprises Limited (“Amalgamating Company”) and Triveni Power Transmission Limited (“Resulting Company”) and their respective shareholders and their respective creditors are in compliance with all the Accounting Standards applicable to a listed entity.

For Triveni Engineering & Industries Ltd.


Suresh Taneja
Group CFO



For Triveni Engineering & Industries Ltd.


Dhruv M. Sawhney
Chairman & Managing Director
DIN: 00102999

Date: December 10, 2024