



Annexure - 5

D & A FINANCIAL SERVICES (P) LIMITED

Merchant Banking & Corporate Advisory Services

Date: 9th December, 2024

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

Subject: Fairness Opinion for the purpose of the proposed Composite Scheme of Arrangement for amalgamation of Sir Shadi Lal Enterprises Limited with Triveni Engineering & Industries Limited and demerger of Power Transmission Business of Triveni Engineering & Industries Limited into Triveni Power Transmission Limited and their respective shareholders under the provisions of Sections 230 to 232 of the Companies Act 2013 and Rules made thereunder.

Dear Sir/s,

In connection with the proposed composite scheme of arrangement for amalgamation of Sir Shadi Lal Enterprises Limited ("SSEL/Amalgamating Company") with Triveni Engineering & Industries Limited ("TEIL/Amalgamated Company/Demergered Company") and demerger of Power Transmission Business ("PTB") of Triveni Engineering & Industries Limited into Triveni Power Transmission Limited ("TPTL/Resulting Company") and their respective shareholders under the provisions of Sections 230 to 232 of the Companies Act 2013 and Rules made thereunder. (the 'Scheme' or the 'Scheme of Arrangement').

We, M/s D & A Financial Services (P) Ltd, having registration no. INM000011484, category 1 Merchant Bankers registered with SEBI, have been engaged by TEIL respectively to give our fairness opinion on the share exchange ratio and share entitlement ratio as recommended by the registered valuer(s) M/s Finvox Analytics, Registered Valuer - Securities or Financial Assets, having IBBI Registration Number: IBBI/RV-E/06/2020/120 having office at D-15/15, Ground Floor, Ardee City, Sector 52 Gurgaon – 122 011 and M/s SSPA & Co., Chartered Accountants, Registered Valuer -Securities or Financial Assets IBBI Registration No. IBBI/RV-E/06/2020/126 1st Floor, "Arjun" Plot No. 6A, V.P. Road, Andheri (West), Mumbai – 400 058 (Hereinafter collectively referred to as "Valuers") under the scheme, who were appointed valuers for the purposed scheme of arrangement.



H.O. & Regd. Office: 13, Community Centre, 2nd Floor, East of Kailash, New Delhi-110065 (India)
Phone:+91 11 41326121, 40167038

E-mail: investors@dnafinserv.com, compliance@dnafinserv.com, valuation@dnafinserv.com, contact@dnafinserv.com

Website:www.dnafinserv.com. Branch Office : Mumbai

CIN : U74899DL1981PTC012709



Further, for the purpose of making necessary filings with stock exchanges and the National Company Law Tribunal, the Board of Directors of Triveni Engineering & Industries Limited and Sir Shadi Lal Enterprises Limited have also acknowledged the report issued by the Valuers for ascertaining the share exchange ratio and share entitlement ratio.

The Scheme shall be subject to (i) Receipt of approval from the National Company Law Tribunal ("NCLT") and (ii) Other Statutory Approval(s) as may be required in this regard.

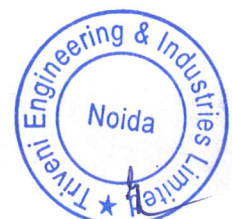
1. Scope and Purpose of the Opinion

The Management of Triveni Engineering & Industries Limited have engaged M/s D & A Financial Services (P) Ltd to submit fairness opinion to the Board of Directors on the share exchange ratio/share entitlement ratio as recommended by the Valuers for proposed Scheme of Arrangement as defined above.

This Fairness Opinion has been issued as per the requirements of SEBI circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Circular").

Disclaimer: We have assumed and relied upon the accuracy and completeness of all information that has been provided or otherwise made available to us by the authorized representatives of management of Amalgamated/Demerged Company for the purpose of this Opinion. We have not reviewed any other documents of the companies other than those stated herein in the Valuation Report and Draft Scheme of Arrangement. We have not assumed any obligation to conduct, nor have we carried out any physical inspection or title verification of the property, investments etc. interests of companies and accept no responsibility therefore.

We accept no responsibility or any direct or indirect liability towards any third party including but not limited to any person, who may have been provided a copy of this Report for intended use in connection with the Scheme and hence, no party other than the Triveni Engineering & Industries Limited shall have any recourse to us in relation to this engagement. In no event, we shall be liable for any loss, damage, cost or expense arising



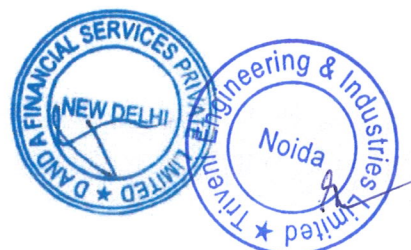
in any way from any acts carried out by the Companies referred herein or any person connected thereto.

We have not reviewed any internal management information statements or any non-public reports and instead with your consent we have relied upon information that was publicly available or provided or otherwise made available to us by management of amalgamated/demerged company for the purpose of this opinion. We are not experts in the evaluation of litigation or other actual or threatened claims.

2. BRIEF BACKGROUND OF THE COMPANIES

A. Triveni Engineering & Industries Limited

Triveni Engineering & Industries Limited (hereinafter referred to as the "**Amalgamated Company**" or the "**Demerged Company**"), having CIN L15421UP1932PLC022174, was originally incorporated as a public limited company under the name 'Ganga Sugar Corporation Limited', under the Indian Companies Act, 1913 on July 27, 1932 *vide* certificate of incorporation issued by the Registrar of Joint Stock Companies, Punjab; and it was granted the certificate of commencement of business on February 06, 1933 by the Registrar of Joint Stock Companies, Punjab. Pursuant to the necessary resolution passed in terms of Section 21 of the Companies Act, 1956 and the approval of Central Government having been accorded thereto, the name of the Amalgamated Company was subsequently changed to 'Gangeshwar Limited' on April 03, 1973, *vide* fresh certificate of incorporation consequent on change of name issued by the Registrar of Companies, Delhi. The registered office of the Amalgamated Company was then changed from the state of NCT of Delhi to the state of Uttar Pradesh, and the alteration of its memorandum of association in this regard having been confirmed by an order of C.L.B (N.R.) Bench, New Delhi bearing the date April 01, 1997 in C.P. No. 127/17/95-CLB, the said order was registered on June 20, 1997. Thereafter, pursuant to the necessary resolution passed in terms of Section 21 of the Companies Act, 1956 and the approval of Central Government having been accorded thereto, the name of the Amalgamated Company was further changed to 'Triveni Engineering & Industries Limited' on March 31, 2000, *vide* fresh certificate of incorporation consequent on change of name, issued by the Registrar of Companies, Uttar Pradesh, Kanpur.



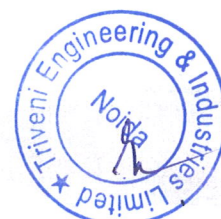
The registered office of the Amalgamated Company is situated at A-44, Hosiery Complex, Phase-II Extension, Noida, Gautam Buddha Nagar, Uttar Pradesh, India, 201305. The equity shares of the Amalgamated Company are listed on BSE Limited and National Stock Exchange of India Limited (collectively, "Stock Exchanges").

B. SIR SHADI LAL ENTERPRISES LIMITED

Sir Shadi Lal Enterprises Limited (hereinafter referred to as the "Amalgamating Company"), having CIN L51909UP1933PLC146675, was originally incorporated as a public limited company under the name 'Upper Doab Sugar Mills Limited', under the Indian Companies Act, 1913 on January 13, 1933, *vide* certificate of incorporation issued by the Deputy Registrar of Joint Stock Companies, Lucknow. Pursuant to the necessary resolution passed in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government having been accorded thereto, the name of the Amalgamating Company was changed to 'Sir Shadi Lal Enterprises Limited', *vide* fresh certificate of incorporation consequent on change of name issued by the Registrar of Companies, Delhi and Haryana on September 25, 1982. The registered office of the Amalgamating Company was changed from the state of Delhi to the state of Uttar Pradesh, and the alteration of its memorandum of association in this regard having been confirmed by an order of the Regional Director bearing the date September 29, 2020, a certified copy of the said order was registered with the Registrar of Companies-Kanpur on May 31, 2021. The registered office of the Amalgamating Company is situated at A-44, Hosiery Complex, Phase II Extension, Nepz Post Office, Noida, Gautam Buddha Nagar, Uttar Pradesh, India, 201305. The shares of the Amalgamating Company are listed on BSE Limited.

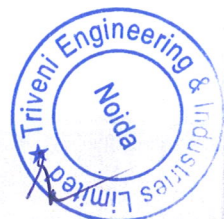
C. TRIVENI POWER TRANSMISSION LIMITED

Triveni Power Transmission Limited (hereinafter referred to as "Resulting Company"), having CIN U28110UP2024PLC212958, is a company incorporated as a public limited company under the Companies Act, 2013 on 4th December, 2024, *vide* certificate of incorporation issued by the Registrar of Companies, Central Registration Centre on behalf of the jurisdictional Registrar of Companies, Kanpur, Uttar Pradesh. The Resulting Company has its registered office at A-44, Hosiery Complex, Phase-II Extension, Noida, Nepz Post Office, Noida, Gautam Buddha Nagar, Uttar Pradesh, India, 201305. It is a wholly owned subsidiary ('WOS') of Amalgamated Company. The main object of TPTL is manufacture and sale of Gears including built to print and after-market service.



3. RATIONALE OF THE SCHEME

- (a) Both the Amalgamating Company and the Amalgamated Company have manufacturing verticals of sugar and distillery; therefore, the proposed amalgamation of the Amalgamating Company into the Amalgamated Company would lead to the consolidation of all operations pertaining to the manufacture of the sugar, alcohol, ethanol in one entity.
- (b) The proposed amalgamation will create and provide operational synergies, economies of scale, optimum utilization of resources, simplification of business processes, elimination of duplication and rationalization of administrative expenses, which will lead to savings in the costs.
- (c) It will help in achieving consolidation, greater integration and flexibility that will maximize overall shareholder's value and improve the competitive position and negotiating power of the combined entity.
- (d) It will result in reduction of multiplicity of entities, thereby reducing compliance cost of multiple entities viz., statutory filings, regulatory compliances, labour law/ establishment related compliances.
- (e) Further, the demerger of the PTB Undertaking of the Demerged Company into the Resulting Company, pursuant to this Scheme shall be in the interest of all concerned stakeholders including shareholders, customers, creditors, employees and general public, in the following ways:
 - (i) The PTB and the Residual Business (*as defined in the Scheme*) address different market segments with unique opportunities and dynamics in terms of business strategy, customer set, geographic focus, competition, capabilities set, talent needs and distinct capital requirements. The transfer of the PTB Undertaking into the Resulting Company will enable each business to sharpen its focus and organize its activities and resources to improve its offerings to their respective customers. This would help to improve its competitiveness, operational efficiency, agility and strengthen its position in relevant markets resulting in more sustainable growth and competitive advantage.



- (ii) PTB has attained a significant size, scale and has a large headroom for growth in its market. As PTB is entering the next phase of growth, the transfer and vesting of the PTB Undertaking into the Resulting Company pursuant to this Scheme would result in focused management attention and efficient administration to maximize its potential.
- (iii) Further, as PTB has separate growth trajectories, risk profile and capital requirement, the segregation of the PTB Undertaking and the Residual Business will enable independent value discovery and lead to unlocking of value for each business.

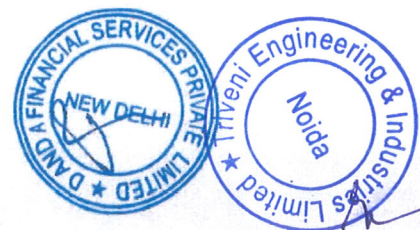
4. Sources of Information

For arriving at the opinion set forth below, we have relied upon following documents:

- Draft Scheme of Arrangement
- Joint Valuation Report dated December 9, 2024 issued by registered valuer M/s Finvox Analytics, Registered Valuer -Securities or Financial Assets, having IBBI Registration Number: IBBI/RV-E/06/2020/120 having office at D-15/15, Ground Floor, Ardee City, Sector 52 Gurgaon – 122 011 and M/s SSPA & Co., Chartered Accountant, Registered Valuer -Securities or Financial Assets IBBI Registration No. IBBI/RV-E/06/2020/126 having office at 1st Floor, "Arjun" Plot No. 6A, V.P. Road, Andheri (West), Mumbai – 400 058.
- Audited Balance Sheet of TEIL and SSEL as on 31st March, 2024.
- Limited reviewed financial statements of TEIL and SSEL for six months period ended 30th Sept., 2024.
- Shareholding Pattern of TEIL, SSEL and TPTL as at the date of Report.
- Applicable Laws and Public Circulars under SEBI Regulations and applicable provisions of the Companies Act, 2013.

5. Valuation Report.

Valuers have recommended fair exchange ratio and fair entitlement ratio vide its report dated December 9, 2024, on the basis of analysis and analytical review and relative valuation of the respective companies and opined that the share exchange ratio as described below is fair and reasonable for all the shareholders and the companies involved in the scheme:



Recommendation of Exchange Ratio for the proposed amalgamation of SSEL with TEIL:

In light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined herein above, we recommend the exchange ratio as follows:

“To the equity shareholders of SSEL “100 (One Hundred) equity shares of TEIL having a face value of INR 1 each fully paid-up shall be issued for every 137 (One Hundred and Thirty -Seven) equity shares held in SSEL having face value of INR 10 each fully paid-up”.

Recommendation of Entitlement Ratio for the proposed demerger of Demerged Business of Demerged Company into TPTL:

The Entitlement Ratio as indicated below is fair and reasonable considering that the Proposed Demerger will not have any impact on the economic and beneficial interest of the equity shareholders of the Demerged Company and is value neutral.

Entitlement Ratio (rounded off):

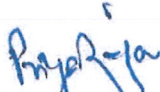
“1 (One) equity share of INR 2 each fully paid up of TPTL for every 3 (Three) equity shares of INR 1 each fully paid up held in Demerged Company.

6. Conclusion and Opinion

On the basis of our scope and limitations mentioned in the report and based on our examination of the draft of the proposed scheme of arrangement and valuation report dated 9th December, 2024 given by valuers and on consideration of all the relevant factors as described herein above, we are of the opinion that the valuation done by the valuers for determining the share exchange ratio and share entitlement ratio as described above is fair and reasonable.

Thanking You

For D & A Financial Services (P) Ltd.


(Priyaranjan)

Vice President

Place: New Delhi



APPENDIX A**EXCLUSIONS AND LIMITATIONS**

- Our conclusion is based on the information furnished to us being complete and accurate in all material respects.
- We have not conducted any independent valuation or appraisal of any of the assets or liabilities of the Companies.
- Our work does not constitute verification of historical financials or including the working results of the Companies referred to in this Opinion. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this Opinion.
- Our opinion is not intended to and does not constitute a recommendation to any shareholders as to how such shareholder should vote or act in connection with the Scheme or any matter related therein.
- Our liability (statutory or otherwise) for any economic loss or damage arising out of the rendering this Opinion shall be limited to amount of fees received for rendering this Opinion as per our engagement.
- Our opinion is not, nor should it be construed as our opining or certifying the compliance of the proposed amalgamation with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon.
- We assume no responsibility for updating or revising our opinion based on circumstances or events occurring after the date hereof.
- We do not express any opinion as to the price at which shares of the Companies may trade at any time, including, subsequent to the date of this opinion.

