

NOTICE

NOTICE is hereby given that the 85th Annual General Meeting of Members of Triveni Engineering & Industries Limited will be held on **Friday, the 17th day of September, 2021** at **3.00 p.m. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the audited financial statements of the Company for the year ended March 31, 2021 including the audited Balance Sheet as at March 31, 2021 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors' thereon; and
 - (b) the audited consolidated financial statements of the Company for the year ended March 31, 2021 including the audited consolidated Balance Sheet as at March 31, 2021 and the consolidated Statement of Profit and Loss for the year ended on that date together with the Report of the Auditors' thereon.
2. To declare a dividend of Rs. 1.75 per fully paid equity share of Re. 1/- each for the financial year ended March 31, 2021.
3. To appoint a Director in place of Mr. Tarun Sawhney (Director Identification Number: 00382878), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder and the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr Ajay Kumar Relan (DIN 00002632) who was appointed as an Additional Director (in the capacity of Non-Executive Independent Director) in terms of Section 161 of the Act by the Board of Directors, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from 29th June, 2021 to 28th June, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such steps and generally to do all such acts, deeds, things and matters as may be considered necessary, desirable or expedient for the purpose of giving effect to the above resolution.

5. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to the payment of remuneration by way of commission to all or any of the Directors of the Company (other than the Managing Directors and the Whole-time Directors) in accordance with and upto the limits specified under the provisions of Section 197 of the Act, computed in accordance with the provisions of Section 198 of the Act, for a period of five years from the financial year commencing April 1, 2021, in such proportion and in such manner and upto such extent as the Board of Directors may determine from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such steps and generally to do all such acts, deeds, things and matters as may be considered necessary, desirable or expedient and to settle any question, difficulty or doubt that may arise for the purpose of giving effect to the above resolution.

6. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

RESOLVED THAT pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members be and is hereby accorded for shifting the Registered Office of the Company from Deoband, District Saharanpur, Uttar Pradesh-247 554 to A-44, Hosiery Complex, Phase-II Extension, Noida-201 305 Uttar Pradesh.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such steps and generally to do all such acts, deeds, things and matters as may be considered necessary, desirable or expedient and to settle any question, difficulty or doubt that may arise for the purpose of giving effect to the above resolution.

7. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), Mr Rishi Mohan Bansal, Cost Accountant (Firm Registration Number: 102056) and M/s GSR & Associates, Cost Accountants (Firm Registration Number: 000069) appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company's sugar businesses (including cogeneration and distillery) and power transmission business respectively for the financial year ending March 31, 2022, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such steps and generally to do all such acts, deeds, things and matters as may be considered necessary, desirable or expedient and to settle any question, difficulty or doubt that may arise for the purpose of giving effect to the above resolution.

By Order of the Board

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

Date : August 14, 2021

Place: Noida

NOTES:

1. In view of the continuation of the COVID-19 pandemic and the consequent social distancing norms to be followed, the Ministry of Corporate Affairs ("MCA") has issued Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 (hereinafter collectively referred to as the "MCA Circulars"). Pursuant to the MCA Circulars, physical attendance of the members at the Annual General Meeting ('AGM') venue is not required and AGM can be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"). Hence, in compliance with the MCA Circulars, members can attend and participate and vote in the ensuing AGM through VC/OAVM.
2. The above MCA Circulars read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("SEBI Circulars") also temporarily dispense with the requirement of sending the physical copies of the AGM Notice and Annual Report to the members. Accordingly, this Notice of the AGM along with the Annual Report 2020-21 are being sent only through electronic mode to those members whose e-mail addresses are registered with the Company's Registrar and Transfer Agent/ Depository Participant.
3. Since this AGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not being annexed to this Notice.
4. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Special Business to be transacted at this AGM, and the relevant details pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 ('Listing Regulations') and Secretarial Standards on General Meeting in respect of Directors seeking appointments at the AGM are annexed hereto and forms part of this notice.
5. The **Record Date** fixed for the purpose of determining entitlement of the members to the dividend for the financial year ended March 31, 2021 is **Friday, September 10, 2021**, and such dividend, if declared at the AGM, will be paid within 30 days from the conclusion of the AGM to those members entitled thereto.
6. Pursuant to the Income-tax Act, 1961, as amended, dividend income is taxable in the hands of the members and the Company is required to deduct tax at source (TDS) from such dividend at the prescribed rates. A communication providing information and detailed instructions with respect to tax on dividend ("**TDS Instructions on Dividend Distribution**") for the financial year ended 31st March, 2021 is being sent to the members through email along with notice of AGM and Annual Report for FY21 and the same is also available on the website of the Company www.trivenigroup.com.
7. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Company's Share Department or its RTA, KFin Technologies Private Limited ('KFinTech') at shares@trivenigroup.com / inward.ris@kfintech.com. Members are requested to note that dividends which are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ('IEPF'). Shares on which dividend remains unclaimed for seven consecutive years shall also be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.
8. In the event of transfer of shares and the unclaimed dividend to IEPF, members are entitled to claim the same from the IEPF Authority by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. The status of dividends remaining unpaid/ unclaimed along with the respective due dates of transfer to IEPF is provided in the Annual Report.
9. SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in demat form are therefore, requested to submit PAN details to the Depository Participant(s) with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to KFinTech, RTA of the Company.

10. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of requests received for transmission or transposition of securities. In view of the above and the inherent benefits of holding shares in electronic form, the Company urge the members holding shares in physical form to opt for dematerialization.
11. Members holding shares in single name are advised to make nomination in respect of their shareholding in the Company. The prescribed Nomination Form can be obtained, in case of shares held in physical form from KFintech, RTA or the Share Department of the Company, and in case of shares held in demat form, from their respective Depository Participant(s).
12. In order to timely receive Notice, Annual Report and dividend, members holding equity shares in physical form are requested to register/update their email address and bank mandates by emailing a scan copy of signed request letter quoting their folio number and providing details of their email address and bank mandates along with scan copies of self-attested copy of PAN card and cancelled cheque leaf bearing the name of the member, to the Company/RTA at shares@trivenigroup.com / einward.ris@kfintech.com.

Members holding equity shares in dematerialized form are requested to register/update the aforesaid details directly to their respective Depository Participant(s) ("DP").

13. The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested under Section 189 of the Act, will remain available for inspection through electronic mode during the AGM, for which purpose Members are required to send an e-mail to the Company Secretary at shares@trivenigroup.com.

Dispatch of Annual Report:

14. In view of the prevailing circumstances due to the COVID-19 pandemic, and also in conformity with the applicable regulatory requirements, the Notice of this AGM and the Annual Report for FY 21 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Members may note that the Notice and Annual Report FY21 will also be available on the Company's website www.trivenigroup.com, websites of the stock exchanges i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at www.bseindia.com and www.nseindia.com respectively and on the website of KFintech at <https://evoting/kfintech.com>.

Procedure and Instructions for Remote E-Voting and E-voting (insta-poll) at the AGM and for joining the AGM through VC/OAVM

15. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, as amended, the Resolutions for consideration at the AGM will be transacted through remote e-voting (i.e. facility to cast vote prior to the AGM) and also e-voting (insta-poll) during the AGM, for which purpose the Company has engaged the services of KFintech. The Board of Directors has appointed Mr Suresh Gupta, practising company secretary (FCS 5660/CP No.5204) as a Scrutinizer to scrutinize the process of e-voting.
16. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **Friday, September 10, 2021 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only.
17. The **remote e-voting period commences on Tuesday, September 14, 2021 at 10.00 A.M (IST) and ends on Thursday, September 16, 2021 at 05.00 P.M. (IST)** when remote e-voting will be blocked by KFintech.
Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again. However, those members who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions during the remote e-voting period and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
18. Any person who becomes a member of the Company after the dispatch of Notice of AGM and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFintech for remote e-voting then he /she can use his / her existing User ID and password for casting the vote. If the member has forgotten his/her password, he/she may reset his/her password by using "Forgot User Details/ Password" option available on <http://evoting.kfintech.com>.
19. As per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
20. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

21. The process and manner for remote e-voting and e-voting (insta-poll) during AGM are explained herein below:

(I) Login method for remote e-voting for individual shareholders holding securities in demat mode through Depositories e-voting system.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nSDL.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link : https://eservices.nSDL.com II. Select "Register Online for IDeAS" or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1. 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nSDL.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider - Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

(II) Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., "Triveni Engineering & Industries Limited AGM" and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id sureshguptacs@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

(B) Members whose email IDs are not registered with the Company/RTA/Depository Participants(s), will have to follow the following process:

- i. Members who have not registered their email address and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be served, may temporarily get their email address and mobile number registered with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

- ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with a scan copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio (demat) and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
- iv. In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Ms C. Shobha Anand, Deputy General Manager at evoting@kfintech.com or call KFintech's toll free No. 1800-309-4001 for any further clarifications.

(III) Login method for all the shareholders for joining the AGM through VC/OAVM and e-voting (insta-poll) during the meeting

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com> Members are requested to follow the procedure given below:
 - a) Launch internet browser (chrome/ firefox/safari) by typing the URL:<https://emeetings.kfintech.com>
 - b) Enter the login credentials (i.e., User ID and password for e-voting).
 - c) After logging in, click on "Video Conference" option
 - d) Then click on camera icon appearing against AGM event of Triveni Engineering & Industries Limited, to attend the Meeting.

Please note that the members who do not have the User ID and Password for e-voting or have forgotten their User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice.

- ii. Facility for joining AGM though VC/ OAVM shall open at least 30 minutes before the scheduled time for commencement of the Meeting. The facility of participation at the AGM through VC / OAVM will be made available for 2,000 members on 'first come first serve' basis. This will not include large shareholders (shareholders holding 2% or more equity shares), Institutional Investors and other specified category of persons who are allowed to attend the AGM without the aforesaid restriction. Institutional members are encouraged to participate at the AGM through VC / OAVM and vote thereat.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22. Members will be required to grant access to the webcam to enable VC / OAVM. Further, members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- iv. Those members who are present at the meeting through VC /OAVM and have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting (insta-poll) during the AGM is integrated with the VC / OAVM platform. The members may click on the voting icon displayed on the screen to cast their votes through insta-poll, which will be activated upon announcement by the Chairman at the AGM.
- v. A member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

(IV) Other Instructions

- i. **Speaker Registration:** The members who would like to express their views or ask questions on any items of the businesses to be transacted during the AGM may register themselves as speakers by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after login, which will be opened from **Tuesday, September 14, 2021 (10.00 a.m. IST) to Wednesday, September 15, 2021 (5.00 p.m. IST)**. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- ii. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFintech. On successful login, select 'Post Your Question' option available upto Friday, September 10, 2021.

- iii. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- a. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
 - b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iv. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1800-309-4001 or write to them at evoting@kfintech.com.
22. The voting results along with the Scrutinizer's Report shall be placed on the website of the Company (www.trivenigroup.com) and on the website of KFintech (<https://evoting.kfintech.com>). The Company shall, simultaneously, forward the results to BSE and NSE, where the equity shares of the Company are listed within the stipulated time.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4

The Board of Directors of the Company ('the Board') has at their meeting held on 29th June 2021, on the recommendation of Nomination and Remuneration Committee, appointed Mr Ajay Kumar Relan initially as an Additional Director on the Board of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 ('the Act') and also appointed him as a Non-Executive Independent Director subject to approval of the members, for a period of five years with effect from 29th June, 2021 to 28th June, 2026.

Mr. Ajay Kumar Relan, aged about 67 years, holds degree in B.A. (Hons.) in Economics from St. Stephen's College, Delhi University with 1st ranked in the University and MBA from Indian Institute of Management, Ahmedabad with specialization in Finance and Marketing.

Mr Relan is an experienced Private Equity professional with over three decades of full life cycle investment experience, across several sectors, including exit experience of returning more than a billion dollars & serving on several private & listed Boards. He started his career in the year 1976 as an Investment banker with Citibank serving across India, the Middle East, and Europe and returned to India in 1993 to head Citi's publicly listed company Citicorp Securities and Services Limited. He also served as a Director on the Board of several companies during the period between 1995 and 2008. In the year 2008, he ventured on his own to form CX Capital Partners, an independent India focused private equity fund and served as Partner/Chairman. At present, he is serving as founder, partner of Xponentia Capital Partners and as Director of companies like HT Media Ltd., Hindustan Media Ventures Ltd., Digicontent Ltd. Next Mediaworks Ltd., Next Radio Ltd., Capri Global Capital Ltd. and SIS Ltd. He has played an instrumental role in bringing successful IPOs for companies like Thyrocare, Ujjivan and SIS. Recently, he has raised 250 Mn USD funds for domestic (India) capital first.

Other than being a private equity professional, he is passionate in philanthropic activities and business mentoring in his leisure time. He has built the Vidya Comfort Academy, a school for underprivileged children located in Gurugram, serves as a trustee of the American Indian Foundation and is also a member of the Investment Committee of SHE Capital.

In terms of Section 160 of the Act, the Company has received notice from a member of the Company, signifying his intention to propose the candidature of Mr Relan for the office of an Independent Director of the Company.

The Company has received a declaration from Mr Relan confirming that he meets the criteria of independence under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). Further, the Company has also received Mr Relan's consent to act as a Director and a declaration that he is not disqualified from being appointed as a Director in terms of Sections 152 and 164 of the Act respectively. Mr Relan has also confirmed that he has registered his name in the data bank of Independent Directors as being maintained by Indian Institute of Corporate Affairs in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended.

In the opinion of the Board, Mr Ajay Relan is a person of integrity and possesses appropriate skills, expertise and experience and fulfils the conditions specified in the Act and the Rules made thereunder and Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management of the Company. Considering Mr Relan's skills, experience and knowledge, the Board is of the view that his presence on the Board would be of immense value to the Company.

The relevant information in respect of Mr Relan pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings is provided at Annexure A to this Notice. Draft terms and conditions for appointment of Mr Relan as an Independent Director shall be made available for inspection by the members through electronic mode.

The Board commends the passing of Resolution set out at Item No.4 of the Notice.

None of the Directors or any KMPs of the Company or their respective relatives except Mr Ajay Kumar Relan and his relatives to the extent of their shareholding interest, if any, in the Company are either directly or indirectly concerned or interested, financially or otherwise, in this Resolution.

Item No.5

The members of the Company had, at the 80th Annual General Meeting of the Company held on 14th September, 2016, approved by way of a special resolution under section 197 of the Companies Act, 2013, the payment of remuneration by way of commission to Non-Executive Directors (NEDs) of the Company within the ceiling of 1% per annum of the net profits as computed under the applicable provisions of the Companies Act, 2013 ('the Act') for a period of five years from the financial year commencing 1st April, 2016. The said approval was valid upto the financial year ended on 31st March, 2021.

The NEDs bring with them professional expertise, rich and wide experience and they contribute significantly to the growth of the Company. In order to remunerate the NEDs of the Company, it is proposed to seek approval of the shareholders in accordance with the provisions of Section 197 of the Act by way of a special resolution. Accordingly, consent of the members is sought for payment of remuneration by way of commission to NEDs (other than managing directors and the whole-time directors) for a period of five years from the financial year commencing April 1, 2021 subject to ceiling of one percent of the net profits of the Company for each year, computed in the manner specified in Section 198 of the Act. The quantum of such commission and its distribution thereof to all or any of the NEDs shall be determined by the Board each year based on the specified criteria. The payment of commission would be in addition to the sitting fees payable for attending meetings of the Board and Committees thereof.

The Board commends the passing of Special Resolution set out at Item No.5 of the Notice.

All the NEDs of the Company may be deemed to be concerned or interested in the Resolution set out at Item No.5 of the Notice to the extent of commission that may be received by each of them.

Mr Dhruv M. Sawhney, Chairman & Managing Director and Mr Tarun Sawhney, Vice Chairman and Managing Director of the Company may also be deemed to be interested, being related to Mr Nikhil Sawhney, one of the NEDs.

None of the other KMPs of the Company/their relatives are *either directly or indirectly* concerned or interested, financially or otherwise, in this Resolution.

Item No.6

The Registered Office of the Company is presently situated at Deoband, District Saharanpur, Uttar Pradesh-2477554. Considering the fact that the operational and business activities of the Company are undertaken from the Corporate Office at Noida (Uttar Pradesh), the Board of Directors of your Company at their meeting held on 14th August, 2021 has decided to shift the Registered Office of the Company from present location to 'A-44, Hosiery Complex, Phase-II Extension, Noida-201 305, Uttar Pradesh. This would enable to manage the affairs of the Company more effectively and efficiently and with better operational convenience and shall also facilitate better coordination and interaction with shareholders/investors.

As per provisions of Section 12 of the Companies Act, 2013 and the Rules made thereunder, shifting of Registered Office of the Company outside the local limits of any city, town or village but within the same State requires approval of the members by way of a Special Resolution and filing of the same in the prescribed form(s) with the Registrar of Companies, Uttar Pradesh (ROC) for registration.

The Board commends the passing of Special Resolution set out at Item No.6 of the Notice.

None of the Directors or any KMPs of the Company or their respective relatives are either directly or indirectly concerned or interested, financially or otherwise, in this Resolution.

Item No.7

The Board of Directors of the Company has, on the recommendation of the Audit Committee, approved the appointment and remuneration of the following Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company's businesses mentioned against each of them for the financial year ending March 31, 2022:-

Sr. No.	Name of the Cost Auditor	Business	Audit Fees* (Rs.)
1.	Mr Rishi Mohan Bansal	Sugar Business (including Cogeneration & Distillery)	4,71,900/-
2.	M/s GSR & Associates	Power Transmission Business	52,000/-

*plus applicable taxes and out of pocket expenses

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2022, as mentioned above.

The Board commends the passing of Resolution set out at Item No.7 of the Notice.

None of the Directors or any KMPs of the Company or their respective relatives are either directly or indirectly concerned or interested, financially or otherwise, in this Resolution.

By Order of the Board

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

Date : August 14, 2021
Place: Noida

Details of Directors seeking appointment/re-appointment at the 85th AGM pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings

Name of the Director	Mr Tarun Sawhney	Mr Ajay Kumar Relan
DIN	00382878	00002632
Date of Birth	September 25, 1973	December 9, 1953
Nationality	Indian	Indian
Date of appointment on the Board	November 19, 2008	June 29, 2021
Qualifications	B.A. (Hons.) in Economics and Masters' degree in Arts from Emmanuel College, University of Cambridge, U.K. and Masters' degree in Business Administration from The Wharton School, University of Pennsylvania, U.S.A	B.A. (Hons.) in Economics from St. Stephen's College, Delhi University and MBA from Indian Institute of Management, Ahmedabad with specialization in Finance and Marketing.
Experience and Expertise	He is one of the promoters and also Vice Chairman & Managing Director of the Company. He has rich experience in the sugar and engineering Industry having adequate functional and management experience. He has also international exposure through working in foreign companies. He is the past president of Indian Sugar Mills Association (ISMA). His areas of expertise include general management and leadership, corporate governance and finance.	He is an experienced Private Equity professional with over three decades of full life cycle investment experience, across several sectors, including exit experience of returning more than a billion dollars & serving on several private & listed Boards. His areas of expertise include Investment Management & Value Maximization.
Directorship held in other public companies	Triveni Turbine Ltd. GE Triveni Ltd. Indian Sugar Exim Corporation Ltd.	HT Media Ltd. Hindustan Media Ventures Ltd. Digicontent Ltd. Next Mediaworks Ltd. Next Radio Ltd. HT Digital Streams Ltd. Capri Global Capital Ltd. SIS Ltd.
Memberships/ Chairmanships of Committees in other public companies*	Stakeholders' Relationship Committee Triveni Turbine Ltd. – Member	Audit Committee Next Mediaworks Ltd. - Chairman Next Radio Ltd.- Chairman HT Media Ltd. – Member Hindustan Media Ventures Ltd. - Member Digicontent Ltd. – Member Stakeholders' Relationship Committee HT Media Ltd. – Chairman Hindustan Media Ventures Ltd. - Chairman Digicontent Ltd - Chairman.
Number of Board Meetings attended during FY21	7/7	Not Applicable
Terms of appointment/re-appointment along with details of Remuneration	He is entitled to fixed monthly pay by way of salary, perquisites and allowances and variable performance bonus on yearly basis in accordance with the applicable provisions of the Companies Act, 2013. For terms of appointment and the remuneration last drawn by him, please refer to Corporate Governance Report forming part of Annual Report for FY21.	He is entitled to sitting fees for attending meetings of the Board and its Committees and profit related commission, if any, in accordance with the applicable provisions of the Companies Act, 2013. For terms of appointment, please refer to Resolution and Explanatory statement at Item No.4 of the Notice.
Shareholding	13820236 Equity Shares of Re.1/- each	Nil
Relationship between directors inter-se	Mr Tarun Sawhney is related as son with Mr Dhruv M. Sawhney, Chairman & Managing Director and as brother with Mr Nikhil Sawhney, Director of the Company.	None

*The Committees considered above are those prescribed under Regulation 26 of the Listing Regulations.

Registered office : Deoband, District Saharanpur, Uttar Pradesh-247 554
Corporate office : 8th Floor, Express Trade Towers, Plot No.15-16, Sector 16A, Noida- 201 301, Uttar Pradesh
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CIN: L15421UP1932PLC022174