

NOTICE

NOTICE is hereby given that the 87th Annual General Meeting of Members of Triveni Engineering & Industries Limited will be held on **Friday, the 8th day of September, 2023** at **11:00 a.m. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements along with Reports of Board of Directors and Auditors thereon for the financial year ended March 31, 2023

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors' thereon and pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors' and Auditors' thereon, as circulated to all the members of the Company and submitted to this meeting, be and are hereby approved and adopted.

2. Declaration of Dividend for the financial year ended March 31, 2023

To declare dividend of Rs.3.25 per equity share for the financial year ended March 31, 2023 and pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT the dividend @ Rs.3.25 per equity share on 21,88,97,968 fully paid equity shares of Re.1/- each of the Company, for the financial year ended March 31, 2023 as recommended by the Board of Directors out of the profits of the Company be and is hereby declared and that the same be paid to all the eligible members of the Company.

3. Re-appointment of Mr Dhruv M. Sawhney (DIN:00102999) as a Director liable to retire by rotation

To re-appoint Mr Dhruv M. Sawhney (DIN: 00102999), who retires by rotation and being eligible, offers himself for re-appointment as a Director, liable to retire by rotation and pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Dhruv M. Sawhney (DIN: 00102999), who retires by rotation at this meeting and being eligible, offers himself for re-appointment as a Director, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

SPECIAL BUSINESS:

4. Appointment of Mr Siraj Azmat Chaudhry (DIN:00161853) as an Independent Director

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

RESOLVED THAT pursuant to provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations"), as amended (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr Siraj Azmat Chaudhry (DIN:00161853), who was appointed as an Additional Director (in the capacity of Non-Executive Independent Director) in terms of Section 161 of the Act and the Articles of Association of the Company, by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee of the Company, and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice, in writing, from a member 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 term of five consecutive years with effect from 25st July, 2023 to 24th July, 2028.

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. Appointment of Dr. Rajender Pal Singh (DIN:10198810) as an Independent Director

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

RESOLVED THAT pursuant to provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations"), as amended (including any statutory modification(s) or re-enactment thereof, for the time being in force), Dr. Rajender Pal Singh (DIN:10198810), who was appointed as an Additional Director (in the capacity of Non-Executive Independent Director) in terms of Section 161 of the Act and the Articles of Association of the Company, by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee of the Company, and who holds office upto the date of this Annual General Meeting and in

respect of whom the Company has received a notice, in writing, from a member 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 term of five consecutive years with effect from 12th August, 2023 to 11th August, 2028.

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.

6. Appointment of Mr Manoj Kumar Kohli (DIN:00162071) as an Independent Director

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

RESOLVED THAT pursuant to provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations"), as amended (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr Manoj Kumar Kohli (DIN:00162071), who was appointed as an Additional Director (in the capacity of Non-Executive Independent Director) in terms of Section 161 of the Act and the Articles of Association of the Company, by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee of the Company, and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice, in writing, from a member 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 term of five consecutive years with effect from 12th August, 2023 to 11th August, 2028.

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.

7. Re-appointment of Mr Tarun Sawhney (DIN: 00382878) as Managing Director (designated as Vice Chairman & Managing Director) and payment of remuneration to him

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

RESOLVED THAT subject to and in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) (hereinafter referred to as "the Act") read along with Regulation 17(6)(e) and other applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") as amended from time to time and the relevant provisions of the Articles of Association of the Company and subject to such approvals as may be required, consent and approval of the Company be and is hereby accorded for the re-appointment of Mr Tarun Sawhney (DIN :00382878) as Managing Director of the Company (designated as Vice Chairman & Managing Director) for a further period of five (5) years, with effect from 1st October, 2023 to 30th September, 2028, upon such terms, conditions and remuneration as set out in this resolution and the Explanatory Statement annexed to this notice as approved and recommended by the Nomination and Remuneration Committee ("NRC") and the Board of Directors ("Board") of the Company.

RESOLVED FURTHER THAT as Managing Director of the Company, Mr Tarun Sawhney shall, subject to the supervision, control and directions of the Board of the Company, continue to exercise substantial powers of management and shall manage the business and affairs of the Company.

RESOLVED FURTHER THAT the total remuneration including perquisites and allowances payable to Mr Tarun Sawhney (DIN: 00382878), as Managing Director of the Company (designated as Vice Chairman & Managing Director) during his term of 5 (Five) years shall be in accordance with the provisions of Section 197 read with Schedule V and other applicable provisions of the Act along with Regulation 17(6) (e) and other applicable provisions of the Listing Regulations (as amended from time to time).

RESOLVED FURTHER THAT the Board (on the recommendations of the NRC) be and is hereby authorized to revise, amend, alter, modify and vary the terms and conditions of re-appointment including designation, remuneration/remuneration structure of Mr Tarun Sawhney (designated as Vice Chairman and Managing Director) in such a manner as may be permissible in accordance with the provisions of the Act read with Schedule V and other applicable laws/regulations including Listing Regulations, if any or any statutory modification or enactment thereto and as may be agreed to by and between the Board and Mr. Tarun Sawhney, without requiring to obtain any further approval from the Members of the Company.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, where in any financial year during the term of office of Mr Tarun Sawhney as Managing Director, the Company has no profits or its profits are inadequate, the Board, on the basis of the recommendation of the NRC, is hereby authorized to approve and pay remuneration to the Managing Director by way of salary, perquisites and other allowances, whether or not the same is above the limits specified in Table (A) Section II of Part II of Schedule V to the Act and Regulation 17(6) (e) of the Listing Regulations, including any statutory amendment or modifications thereof, which shall be subject to applicable compliances thereunder.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company.

8. Ratification of remuneration to the Cost Auditors for FY 2023-24

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 2023-24 ending March 31, 2024, 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

Place: Noida

Date : August 12, 2023

NOTES:

1. In accordance with General Circular No.10/2022 dated December 28, 2022 read with Circular No.20/2020 dated May 5, 2020 and other applicable circulars issued by the Ministry of Corporate Affairs from time to time ("MCA Circulars"), and pursuant to the relevant provisions of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Annual General Meeting ('AGM') of the Company for the year 2023 is being held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"). Hence physical attendance of the members at the AGM is not required and the members can attend/participate and vote in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The MCA Circulars read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated 05 January 2023 and other applicable circulars issued from time to time ("SEBI Circular") also 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 2022-23 are being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories.
3. Since this AGM will be held through VC/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 appointment/re-appointment at the AGM are annexed hereto and forms part of this notice.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The **Record Date** fixed for the purpose of determining entitlement of the members to the dividend for the financial year ended March 31, 2023 is **Friday, September 1, 2023**, 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.
7. 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 March 31, 2023 is being sent to the members through email along with Notice of AGM and Annual Report for FY23 and the same is also available on the website of the Company www.trivenigroup.com.
8. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Company's Share Department or its RTA, KFin Technologies Limited ('KFinTech') at shares@trivenigroup.com / einward.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.
9. 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.
10. In terms of provisions of Regulation 40 of the Listing Regulations as amended from time to time, requests for effecting transfer of securities (including transmission/transposition) cannot be processed by the listed companies unless the securities are held in dematerialized form. Further in terms of SEBI circular dated January 25, 2022, the listed companies shall issue the securities in dematerialized form only while processing the service requests for (a) issue of duplicate

securities certificate; (b) claim from Unclaimed Suspense Account; (c) Renewal/ Exchange of securities certificate; (d) Endorsement; (e) Sub-division/ Splitting of securities certificate; (f) Consolidation of securities certificates/folios. The Company/RTA shall verify and process the service requests for the aforesaid purposes and thereafter issue a 'Letter of Confirmation' in lieu of physical securities certificate(s), to the securities holder/ claimant. Such 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/ claimant shall make a request to the Depository Participant for dematerializing the said securities, failing which the RTA/Company shall credit the securities to the Suspense Escrow Demat Account of the Company. Necessary Form ISR-4 for the aforesaid service requests is available on the website of the Company at www.trivenigroup.com. Accordingly, members are requested to make service requests for aforesaid purposes by submitting a duly filled up and signed Form ISR – 4 directly to the Company's RTA, M/s. KFin Technologies Limited, along with the documents / details specified therein for processing at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032.

11. **SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has provided common and simplified norms for processing investor's service request by RTA's and norms for furnishing PAN, KYC and Nomination details. As per the said Circular, it is mandatory for the shareholders holding securities in physical form to inter alia furnish PAN, KYC (including postal address with PIN, email ID & mobile number) and Nomination details. Physical folios wherein the PAN, KYC and Nomination details are not available shall be frozen by the RTA on or after October 1, 2023. Holders of such frozen folios shall be eligible to lodge their grievance or avail service request from the RTA only after furnishing the complete documents/details. Any payments including dividend in respect of such frozen folios shall only be made electronically with effect from April 1, 2024, upon registering the required details. The said physical folios shall be referred by the Company or RTA to the administering authority under the Prohibition of Benami Property Transactions Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.**

The concerned members are therefore urged to furnish PAN, KYC and Nomination/ Opt out of Nomination by submitting the prescribed forms, duly filled up and signed. The members holding shares in physical mode can register/update the KYC details by submitting the requisite Form ISR-1 along with the supporting documents. ISR Forms are available on the website of the Company at www.trivenigroup.com and on the following link: <https://ris.kfintech.com/clientservices/isc/default.aspx>. ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
 b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>
 Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

Members who are holding shares in demat mode are requested to approach their respective Depository Participants ('DPs') for change of address, registration of e-mail address, nomination and updation of bank account details etc

12. The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested under Section 189 of the Act will remain available electronically for inspection during the AGM. All other material documents referred to in this Notice will also be available for inspection in an electronic mode by the members from the date of circulation of this Notice till the date of 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:

13. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Annual Report for FY23 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 of AGM and Annual Report FY23 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





14. 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.
15. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **Friday, September 1, 2023 (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.

16. The remote e-voting period commences on Tuesday, September 5, 2023 at 10.00 A.M (IST) and ends on Thursday, September 7, 2023 at 5.00 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.

17. 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 well before closing of remote e-voting. 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>.
18. 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.
19. 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.
20. 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	<p>1. User already registered for IDeAS facility:</p> <ul 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” under “Value Added Services”. IV. Click on “Active E-voting Cycle” option under e-voting. V. Click again company name (Triveni Engineering & Industries Ltd.) or e-Voting service provider (Kfintch) and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com or https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp II. Select “Register Online for IDeAS” III. Proceed with completing the required fields for registration. IV. After successful registration, follow steps given in points 1 above to cast your vote. <p>3. Alternatively User may directly access the e-Voting website of NSDL</p> <ul 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. 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 be redirected to e-voting page on NSDL website. V. Click against Company name (Triveni Engineering & Industries Ltd.) or e-voting service provider (KFintech) and you will redirected to e-Voting page of service provider i.e. KFintech for casting your vote during the remote e-Voting period. VI. Shareholders/Members can also download the NSDL mobile app ‘NSDL SPEED-e’ by scanning the QR code mentioned below for seamless voting experience <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. User already registered for Easi / Easiest facility of CDSL <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/Login to My Easi option under Quick Login III. Enter your registered user id and password. IV. Click against Company name (Triveni Engineering & Industries Ltd.) or e-voting service provider (KFintech) and you will be redirected to e-Voting page of service provider i.e. KFintech for casting your vote during the remote e-Voting period. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register: Visit URL: https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields for registration. III. After successful registration, follow the steps given in point 1 above to cast your vote. 3. Alternatively, User may directly access the e-Voting website of CDSL <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Click on E-voting and enter your demat account Number (DP ID & Client ID) and PAN Number. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat account. IV. After successful authentication, you will enter e-voting module of CDSL. V. Click against Company name (Triveni Engineering & Industries Ltd.) or e-voting service provider (KFintech) and you will be redirected to e-Voting page of service provider i.e. KFintech for casting your vote during the remote e-Voting period.
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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

(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.

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) 7509, 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.”

(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 at least 1,000 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 may join the Meeting through Laptops, Smartphones, Tablets or iPads for better experience. Further, members will be required to use internet with a good speed to avoid any disturbance during the AGM. Members will need the latest version of Chrome, Safari, MS Edge or Mozilla Firefox. Members will be required to grant access to the webcam to enable two way VC / OAVM. Please note that 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 holding shares as on the cut-off date and 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 5, 2023 (10.00 a.m. IST) to Wednesday, September 6, 2023 (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:** Members holding shares as on the cut-off date and 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 from **Tuesday, September 5, 2023 (10.00 a.m. IST) to Wednesday, September 6, 2023 (5.00 p.m. IST)**.
 - iii. 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.
 - 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 Vice President at evoting@kfintech.com or call Kfintech's toll free No. 1800-309-4001 for any further clarifications.
21. 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

Pursuant to the provisions of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended read with Articles of Association of the Company, the Board of Directors of the Company had, at their meeting held on 25th July, 2023, approved the appointment of Mr Siraj Azmat Chaudhry (DIN:00161853) as an Additional Director (in the category of Non-Executive Independent Director) for a term of five consecutive years with effect from 25th July, 2023, based on the recommendation of the Nomination and Remuneration Committee,

As per the provisions of Section 161 of the Act, Mr Chaudhry shall hold office up to the date of this Annual General Meeting ('AGM'). Furthermore, pursuant to Regulation 17 (1C) of the Listing Regulations, Mr Chaudhry shall hold office up to the date of this AGM or for a period of three months from the date of his appointment, whichever is earlier. Mr Chaudhry is eligible to be appointed as an Independent Director for a term up to five consecutive years. The Company has received notice under Section 160 of the Act from a member, signifying his intention to propose the candidature of Mr Chaudhry for appointment as an Independent Director of the Company.

The Company has received Mr Chaudhry'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, and is also not debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company has also received a declaration from Mr Chaudhry confirming that he meets the criteria of independence prescribed under the applicable provisions of the Act and the Listing Regulations and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. Mr. Chaudhry has confirmed that his name is registered 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. Chaudhry is a person of integrity and possesses appropriate skills, expertise, experience and knowledge, and fulfils the conditions specified in the Act read with Rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and he is independent of the management of the Company. Based on that, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Chaudhry as an Independent Director of the Company.

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

"Mr. Siraj Azmat Chaudhry, holds an MBA from the Indian Institute of Foreign Trade (IIFT) and is a commerce graduate from Shri Ram College of Commerce, University of Delhi. Mr. Chaudhry is a seasoned business leader with 35 years of experience, out of which 20 years in leadership roles building, turning around, acquiring, and divesting businesses in the Agriculture and Food industry. He possesses strong leadership qualities and is an industry expert, thought leader, innovator, and a prominent voice in the agriculture and food industry. He has worked extensively with industry, the social sector, and the Government on transformational and numerous nation-building projects.

He currently serves as the Country Chairman of SATS India and as an Independent Director on the Boards of Tata Consumers Products Ltd., Tata Coffee Ltd., Jubilant Ingrevia Ltd., Dhanuka Agritech Ltd., Carrier Air Conditioning & refrigeration Ltd., and Bikaji Foods International Ltd. Until recently he was Non-Executive Director and Chairman of National Commodity Management Ltd., ('NCML') prior to which as the MD & CEO of NCML. In the past, he has been the Chairman of Cargill India, the Indian arm of Cargill Inc., where he led the build and expansion of Cargill's Food Business in India.

Mr. Chaudhry is actively involved in various trade bodies and industry associations. He has served as the Chair of the National Committee on Food Processing at FICCI and also Co-Chair of the National Committee for Agriculture at FICCI. His contributions to the agriculture and food industry have been recognized with numerous awards and recognitions, including Pride of Uttar Pradesh by Lucknow Management Association and Pioneer for Edible Oil Fortification by FSSAI He has also been involved in the social sector, being a founding member of United Way, Delhi, and India Foodbank."

As per the provisions of the Act, the appointment of an independent director requires approval of the shareholders. However, as per Regulation 25(2A) of the Listing Regulations, the appointment of an independent director shall be subject to approval of the shareholders by way of special resolution. Accordingly, the Board commends the passing of Special 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 Siraj Azmat Chaudhry, the appointee 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 Special Resolution.

Item No.5

Pursuant to the provisions of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended read with Articles of Association of the Company, the Board of Directors of the Company has, vide circular resolution dated 12th August, 2023, approved the appointment of Dr. Rajender Pal Singh (DIN:10198810) as an Additional Director (in the category of Non-Executive Independent Director) for a term of five consecutive years with effect from 12th August, 2023, based on the recommendation of the Nomination and Remuneration Committee.

As per the provisions of Section 161 of the Act, Dr. Singh shall hold office up to the date of this Annual General Meeting ('AGM'). Furthermore, pursuant to Regulation 17 (1C) of the Listing Regulations, Dr. Singh shall hold office up to the date of this AGM or for a period of three months from the date of his appointment, whichever is earlier. Dr. Singh is eligible to be appointed as an Independent Director for a term up to five consecutive years. The Company has received notice under Section 160 of the Act from a member, signifying his intention to propose the candidature of Dr. Singh for appointment as an Independent Director of the Company.

The Company has received Dr. Singh'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, and is also not debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company has also received a declaration from Dr. Singh confirming that he meets the criteria of independence prescribed under the applicable provisions of the Act and the Listing Regulations and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. Dr. Singh has confirmed that his name is registered 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, Dr. Singh is a person of integrity and possesses appropriate skills, expertise, experience and knowledge, and fulfils the conditions specified in the Act read with Rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and he is independent of the management of the Company. Based on that, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Dr. Singh as an Independent Director of the Company.

The draft terms and conditions for appointment of Dr. Singh as an Independent Director shall be made available for inspection by the members through electronic mode up to the date of AGM. The relevant information in respect of Dr. Singh pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings is provided at Annexure A to this Notice. The brief profile of Dr. Singh is as under:-

"Dr. Rajender Pal Singh has been a distinguished officer of Indian Police Service 1987 batch, U.P. Cadre. An Alumnus of St. Stephen's College and Sherwood College, Nainital, he earned his LLB and Ph.D. degrees during the course of his service.

In a career spanning nearly 37 years, Dr. Singh has held various challenging field, operational and administration assignments in Uttar Pradesh along with a 5 years stint as Deputy Director General in the Narcotics Control Bureau (NCB) where he represented GOI on several international antinarcotics platforms both in India and overseas. At the rank of Director General of Police in the state, he held important dual charges of EOW (Economic offence wing) and SIT (Special Investigation Team) for over 3 years (2018-2021). Dr. Singh superannuated on Feb 28, 2023, serving in his culminant posting as DGP Training Directorate and supervising Police training in 11 Police Training Institutes and 75 recruit training centres spread all over the state. Soon after retirement, he has been appointed as the Secretary of the Retired Senior Police Officers Association (RESPOA). Presently he also serves as Chief Advisor (Enforcement & Vigilance) at Meesho, Bangalore and Satya Micro Capital, New Delhi. His specialisation includes Risk Management, Emergency Response and Crisis Management, Compliance Programme, Administration and Performance Audit.

In recognition of his outstanding work, Dr. R.P. Singh has been conferred several awards including reputed medals by the Hon'ble President of India, Hon'ble Chief Minister of U.P., Hon'ble Chief Justice of Allahabad High Court, MHA, U.S. Immigration and Customs Enforcement, National Unity Mission etc."

As per the provisions of the Act, the appointment of an independent director requires approval of the shareholders. However, as per Regulation 25(2A) of the Listing Regulations, the appointment of an independent director shall be subject to approval of the shareholders by way of special resolution. Accordingly, the Board commends the passing of Special Resolution set out at Item No.5 of the Notice.

None of the Directors or any KMPs of the Company or their respective relatives except Dr. Rajender Pal Singh, the appointee 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 Special Resolution.

Item No.6

Pursuant to the provisions of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended read with Articles of Association of the Company, the

Board of Directors of the Company has, vide circular resolution dated 12th August, 2023, approved the appointment of Mr Manoj Kumar Kohli (DIN:00162071) as an Additional Director (in the category of Non-Executive Independent Director) for a term of five consecutive years with effect from 12th August, 2023, based on the recommendation of the Nomination and Remuneration Committee.

As per the provisions of Section 161 of the Act, Mr Kohli shall hold office up to the date of this Annual General Meeting ('AGM'). Furthermore, pursuant to Regulation 17 (1C) of the Listing Regulations, Mr Kohli shall hold office up to the date of this AGM or for a period of three months from the date of his appointment, whichever is earlier. Mr Kohli is eligible to be appointed as an Independent Director for a term up to five consecutive years. The Company has received notice under Section 160 of the Act from a member, signifying his intention to propose the candidature of Mr Kohli for appointment as an Independent Director of the Company.

The Company has received Mr Kohli'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, and is also not debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company has also received a declaration from Mr Kohli confirming that he meets the criteria of independence prescribed under the applicable provisions of the Act and the Listing Regulations and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. Mr Kohli has confirmed that his name is registered 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 Kohli is a person of integrity and possesses appropriate skills, expertise, experience and knowledge, and fulfils the conditions specified in the Act read with Rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and he is independent of the management of the Company. Based on that, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr Kohli as an Independent Director of the Company.

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

"Mr Manoj Kumar Kohli, is a professional entrepreneur and business advisor, supporting international business transformation, and coach to young entrepreneurs in India and US.

Presently, he is the Chairman and Managing Partner in MK Knowledge LLP. Till January 2023, he was the Country Head - SoftBank India supporting SoftBank Group and Vision Fund as one of the largest investors of \$15bn in over 25 AI focused portfolio companies in India. He supported the entrepreneurs and CEOs to address the growth and profitability issues. The key portfolio companies were OLA, OYO, Emeritus, Lenskart, Grofers, Snapdeal, WeWork, Meesho, Flipkart, Delhivery, InMobi, FirstCry, Uber, Swiggy, etc.

Mr Kohli was the Executive Chairman of the SB Energy from 2015-19, which has achieved over 5GW of renewable energy - solar, wind and hybrid capacity in India. Previously, Mr Kohli was the Managing Director and CEO of Bharti Airtel, for operations in 20 countries in Asia and Africa till 2015. He has also led formation of world's largest tower company (Indus and Infratel) for achieving major infrastructure synergies for the industry. He also served on the Board of Axis Bank Ltd as an Independent Director. He was also the Board Member of GSMA in 2008 and 2012 and the Chairman, CII Task Force on Ease of Doing Business and now Chair of CII Unicorn Forum for attracting new tech investments in India. He has over 44 years of experience in manufacturing, telecom, renewable energy, business management and digital sectors.

Mr Kohli was adjudged "Telecom Man of the Year" in 2000, "Distinguished Alumni" by SRCC Delhi University and "Lifetime Achievement Award in 2020.

He holds degrees in Law, Commerce, and MBA from Delhi University. He also attended the "Executive Business Program" at the Michigan Business School and the "Advanced Management Program" at the Wharton Business School."

As per the provisions of the Act, the appointment of an independent director requires approval of the shareholders. However, as per Regulation 25(2A) of the Listing Regulations, the appointment of an independent director shall be subject to approval of the shareholders by way of special resolution. Accordingly, 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 except Mr Manoj Kumar Kohli, the appointee 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 Special Resolution.

Item No.7

The members of the Company had, at their 82nd Annual General Meeting (AGM) held on 28th September, 2018, re-appointed Mr. Tarun Sawhney (DIN:00382878) as Managing Director of the Company (designated as Vice Chairman & Managing Director) for a period of five years with effect from 1st October, 2018. The tenure of Mr. Tarun Sawhney is due to expire on 30th September, 2023.

Mr. Tarun Sawhney has been entrusted with substantial roles and responsibilities. Mr. Sawhney has a vital role in strategic planning, monetization of Company's equity stake in Triveni Turbine Ltd. as well as building a sustainable growth-oriented organization that maximizes value for all its stakeholders. Under his leadership, the Company has been consistently performing well, both operationally and financially. He has been instrumental in expanding the business by setting up/pressing forward the state of the art distilleries with flexibility of feedstock and product mix, and keeping abreast with the latest technology for delivering the highest quality of products, particularly in power transmission business with a focus on modernization and efficiency improvement at various manufacturing units.

Considering Mr. Sawhney's vast experience, leadership capabilities, entrepreneurship skills, and contribution towards the growth of the Company, the Board of Directors of the Company at their meeting held on 25th May, 2023 had, on the recommendation of the Nomination and Remuneration Committee, and subject to the approval of the shareholders by way of a special resolution and such other approvals as may be required, re-appointed Mr. Tarun Sawhney as Managing Director of the Company (designated as Vice Chairman & Managing Director) for a further period of five years with effect from 1st October, 2023 on the remuneration and terms and conditions set out below:-

I. Remuneration

1. Salary:

Rs.18,47,000/- (Rupees Eighteen lakh and forty seven thousand only) per month in the scale of Rs.18,00,000 to Rs.35,00,000 per month, with such annual increments as may be decided by the Board/Nomination & Remuneration Committee effective 1st April each year.

2. Allowances and Perquisites:

(i) Housing:

- a) Leased residential accommodation having rent upto 60% of the Salary or House Rent Allowance at the rate of 60% of Salary as per the Rules of the Company.
- b) Actual expenses pertaining to maintenance of accommodation, gas, electricity, water and other utilities will be borne/reimbursed by the Company.
- c) The Company shall provide such furniture, furnishing, domestic help and security guards at his residence as may be required.

(ii) Medical Reimbursement: Reimbursement of actual medical expenses incurred in India and abroad for self and family. The total cost of travel to and fro and also for the stay in foreign country for the patient, an attendant and medical supervision, if required, shall be borne by the Company.

(iii) Leave Travel Assistance: As per Rules of the Company.

(iv) Insurance Coverage: As per Rules of the Company and include medical /health insurance for self and family, personal accident insurance etc.

(v) Company's contribution to the Provident and Superannuation Fund and payment of Gratuity shall be as per Rules of the Company.

(vi) Leave: Leave with full pay and allowances or encashment thereof as per Rules of the Company. Leave accumulated, but not availed during the tenure shall be encashed at the end of the tenure as per Rules of the Company.

(vii) Club Memberships: Subscription or reimbursement of membership fees for two clubs in India and/or abroad, including admission and life membership fees.

(viii) Conveyance facilities: Provision of two cars with chauffeur.

Explanation:

Perquisites shall be evaluated as per Income-tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.

3. Commission/Performance Bonus: As may be decided by the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, from year to year, which shall not exceed 2% of the net profit of the Company for each financial year.

4. Amenities:

- i) **Communication facilities:** The Company shall provide appropriate telephones, including cellular phones, telefax, internet and other communication facilities at the Managing Director's residence, for discharging his functions effectively.

- ii) The Company shall provide office space to the Managing Director either at place of his residence or any other convenient place for discharging his official duties along with the required office staff, infrastructure and facilities.
- iii) The Managing Director shall be entitled to the reimbursement of expenses actually incurred on official traveling and boarding & lodging or daily allowance as per rules of the Company for self and also for spouse, if considered expedient to accompany him in the Company's interests, during domestic or overseas business trips and reimbursement of entertainment expenses incurred in the course of business of the Company.

Explanation:

The amenities shall not be included for the purposes of computation of the Managing Director's remuneration as aforesaid.

II. Overall Remuneration

The total remuneration including salary, allowances and perquisites payable to Mr Tarun Sawhney in any financial year during his current term of five years shall be in accordance with the applicable provisions of Section 197 and/or Schedule-V of the Act read with Regulation 17(6) (e) of the Listing Regulations (as amended from time to time).

III. Minimum Remuneration

Notwithstanding anything contained hereinabove, where in any financial year during the term of office of Mr Tarun Sawhney as Managing Director, the Company has no profits or its profits are inadequate, he shall be paid the remuneration by way of salary, perquisites and other allowances, whether or not the same is over and above the limits specified in Table (A) Section II of Part II of Schedule V to the Act and Regulation 17(6)(e) of the Listing Regulations, including any statutory amendment or modifications thereof, from time to time.

Mr. Tarun Sawhney will not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

Presently Mr. Tarun Sawhney has not been drawing any remuneration from any other Company except by way of sitting fee or commission from the companies of which he is a director including Triveni Turbine Ltd.

The period of office of Mr. Tarun Sawhney shall be liable to determination by retirement of directors by rotation in accordance with the applicable provisions of the Act.

The relevant information in respect of Mr. Tarun Sawhney pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings is provided at Annexure A to this Notice. The brief profile of Mr Sawhney is as under:-

"Mr. Tarun Sawhney, is an eminent industrialist and one of the promoters of the Company, with vast experience in agricultural, manufacturing, sugar & engineering industries. He was inducted on the Board of Company since November 19, 2008. Presently, he is the Vice Chairman and Managing Director of the Company.

Mr. Sawhney graduated with a Bachelor's Degree and a Master's Degree from Emmanuel College, University of Cambridge, UK, and an MBA from the Wharton School, University of Pennsylvania, USA. He is a member of the Indian Public School's Society (IPSS) and has been on the governing committee of the Oxford & Cambridge Society of India. He is also the past President of the Doon School Old Boy's Society. He is presently a member of the International Advisory Council of the Tate Modern Museum (UK), and also a Trustee of the Tirath Ram Shah Hospital in New Delhi, which is one of India's oldest charitable hospitals. He is a Director on the Board of a few companies including Triveni Turbine Limited, one of the leading producers of industrial steam turbines upto 100 MW globally.

Mr. Sawhney is the past President of ISMA (Indian Sugar Mills Association). He is a past Chairman of ISEC (Indian Sugar Exim Corporation Limited). He is a member of the CII (Confederation of Indian Industry) National Council and chairs the National Task Force on Sugar and Ethanol, and Bioenergy. He has been conferred the Industry Excellence Award for contributions to the sugar industry by the Hon. President of India, Smt. Pratibha Rao Patil."

Mr. Tarun Sawhney satisfies all the conditions set out in Part I of Schedule V of the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. He is also not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Tarun Sawhney, being eligible, offers himself for re-appointment.

As per Regulation 17(6)(e) of Listing Regulations, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by a special resolution in general meeting, if the annual remuneration payable to such executive director exceeds Rs.5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity. Mr Tarun Sawhney is one of the promoters of the Company. Further in terms of Schedule V of the Act, remuneration to managerial personnel in excess of prescribed limits requires approval of the shareholders by a special resolution.

Accordingly, approval of the shareholders is sought by way of a special resolution to the re-appointment, and payment of remuneration to Mr. Tarun Sawhney as Managing Director of the Company in accordance with the relevant provisions of the Act read with Schedule V thereto and the Listing Regulations.

The above may be treated as a written memorandum setting out the terms and conditions of re-appointment of Mr. Tarun Sawhney under Section 190 of the Act.

The Board of Directors of the Company commend the passing of Special Resolution at Item No.7 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Tarun Sawhney, the appointee, Mr. Dhruv M. Sawhney, Chairman & Managing Director and Mr. Nikhil Sawhney, Director, who are related to each other, are concerned or interested, financially or otherwise, in this Special Resolution except to the extent of their shareholding interest, if any, in the Company.

Item No.8

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, 2024:-

Sr. No.	Name of the Cost Auditor	Business	Audit Fees* (Rs.)
1.	Mr. Rishi Mohan Bansal	Sugar Business (including Cogeneration & Distillery)	5,80,000/-
2.	M/s GSR & Associates	Power Transmission Business	62,000/-

*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, 2023, as mentioned above.

The Board commends the passing of Resolution set out at Item No.8 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

Place: Noida
Date : August 12, 2023

Details of Directors seeking re-appointment at the 87th AGM pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings

Name of the Director	Mr. Dhruv M. Sawhney	Mr. Tarun Sawhney
DIN	00102999	00382878
Date of Birth & Age	June 26, 1944 (79 years)	September 25, 1973 (50 years)
Nationality	Indian	Indian
Date of appointment on the Board	September 20, 1992	November 19, 2008
Qualifications	Graduate with a Masters' degree in Mechanical Sciences from Emmanuel College, University of Cambridge, U.K. and Masters' degree in Business Administration with distinction from The Wharton School, University of Pennsylvania, U.S.A.	Bachelors' and Masters' degrees 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.
Experience and Expertise	<p>He is an industrialist and one of the Promoters & Chairman & Managing Director of Triveni Engineering and Industries Ltd. & Triveni Turbine Ltd. with a group turnover of US\$ 700 million. Triveni Engineering, is one of India's largest producers of sugar, co-generated power and ethanol. It is a leader in high-speed gears, and water and waste water treatment projects on a turnkey and Build Operate and Own basis. Triveni Turbine is one of the largest global manufacturer of small steam turbines upto 30 MW. He was the President of the Confederation of Indian Industry (CII) and also of the International Society of Sugar Cane Technologists, Indian Sugar Mills Association. He chairs the Board of Trustees of Tirath Ram Shah Charitable Trust which runs a private charitable hospital a 200 bed hospital in North Delhi.</p> <p>He received the "Chevalier de la Legion d'Honneur" from President French republic, and was made an 'Honorary Lieutenant of the Royal Victorian Order' (LVO). He Co-Chair the Indo-French CEO's Forum. He is a past Chairman of the Indian Institute of Management, Kashipur, CII Triveni Water Institute, a Centre of Excellence. and the Doon School, Dehradun. He was President of the All India Chess Federation.</p> <p>His areas of expertise includes general management, leadership, corporate governance and finance.</p>	<p>An industrialist and one of the promoters of the Company, with vast experience in sugar and engineering industry having adequate functional and management experience. His expertise include general management, leadership, corporate governance and finance. For brief resume, please refer to explanatory statement at item no.7 of this notice.</p>
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	In terms of Special Resolution passed by the shareholders at the 84 th AGM held on Sept. 28, 2020, the office of Mr Dhruv M. Sawhney, Chairman & Managing Director of the Company is liable to retire by rotation. There is no change in the terms and conditions of his re-appointment.	Please refer to Special Resolution and Explanatory Statement at Item No.7 of this Notice.
Remuneration last drawn by such person, if applicable	Mr. Sawhney has not been drawing any remuneration from the Company.	Please refer to Corporate Governance Report forming part of Annual Report for FY23.
Directorship held in other companies (excluding foreign companies).	Triveni Turbine Ltd. Triveni Energy Solutions Ltd. (formerly GE Triveni Ltd.) Triveni Foundation (Sec. 8 Company)	Triveni Turbine Ltd. Triveni Energy Solutions Ltd. (formerly GE Triveni Ltd.) Indian Exim Sugar Corporate Ltd. Triveni Foundation (Sec. 8 Company)
Memberships/ Chairmanships of Committees in other public companies	Triveni Turbine Ltd. Nomination & Remuneration Committee-Member	Triveni Turbine Ltd. Stakeholders' Relationship Committee CSR Committee
Number of Board Meetings attended during FY23	6/6	6/6
Name of the listed companies from which resigned in the past three years	None	None
Shareholding in the Company	18258411 Equity Shares of Re.1/- each	12494259 Equity Shares of Re.1/- each
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Mr. Dhruv M. Sawhney is the father of Mr. Tarun Sawhney, Vice Chairman & Managing Director and Mr Nikhil Sawhney, Director of the Company.	Mr. Tarun Sawhney is the son of Mr. Dhruv M. Sawhney, Chairman & Managing Director and brother of Mr Nikhil Sawhney, Director of the Company.

Name of the Director	Mr. Siraj Azmat Chaudhry	Dr. Rajender Pal Singh	Mr. Manoj Kumar Kohli
DIN	00161853	10198810	00162071
Date of Birth & Age	January 8, 1967 (56 years)	March 25, 1963 (60 years)	December 3, 1958 (64 years)
Nationality	Indian	Indian	Indian
Date of appointment on the Board	July 25, 2023	August 12, 2023	August 12, 2023
Qualifications	Bachelors' degree in Commerce from Shri Ram College of Commerce, University of Delhi, and MBA from the Indian Institute of Foreign Trade.	Bachelors' and Masters' degrees in Arts from St. Stephen's College, University of Delhi, Bachelor of law from Rohilkhand University and Ph.D. on Juvenile Delinquency from SAM Higginbottom University of Agriculture, Technology and Sciences, Allahabad.	Bachelors' degree in Commerce from Shri Ram College of Commerce, Bachelor of Law from Faculty of Law, and MBA in Finance and Marketing from Faculty of Management Studies, University of Delhi.
Experience and Expertise	He has over three decades of experience in building, turning around, acquiring, di-vesting businesses. He is an industry expert, thought leader, and innovator in the agriculture and food industry. He is a key voice on issues concerning agriculture, food safety, and nutrition and has worked extensively with industry, the social sector, and the Government on related projects. For brief resume, please refer to explanatory statement at item no.4 of this notice.	He has about 37 years of experience spread across operational and administrative assignments in the State and Central Government. His specialisation includes risk management, emergency response and crisis management, compliance programme, administration and performance audit. For brief resume, please refer to explanatory statement at item no. 5 of this notice.	He has over 44 years of experience in manufacturing, telecom, renewable energy, business management and digital sectors. For brief resume, please refer to explanatory statement at item no.6 of this notice.
Terms and conditions of appointment or re-appointment	Please refer to Special Resolution and Explanatory Statement at Item No.4 of this Notice.	Please refer to Special Resolution and Explanatory Statement at Item No.5 of this Notice.	Please refer to Special Resolution and Explanatory Statement at Item No.6 of this Notice.
Details of remuneration sought to be paid	The Non-Executive Independent Directors shall be entitled to such remuneration by way of fees, reimbursement of expenses for participation in the Board/Committee's meetings and profit related commission as may be decided by the Board from time to time in accordance the applicable provisions of the Companies Act, 2013 and Listing Regulations.		
Remuneration last drawn by such person, if applicable	N.A.	N.A.	N.A.
Directorship held in other companies (excluding foreign companies)	Tata Coffee Ltd. Tata Consumer Products Ltd. Bikaji Foods International Ltd. Jubilant Ingrevia Ltd. Carrier Airconditioning & Refrigeration Ltd.	None	Carnation Acreage Pvt. Ltd. Wework India Management Pvt. Ltd. Inbrew Beverages Pvt. Ltd.
Memberships/ Chairmanships of Committees in other public companies*	Tata Coffee Ltd. Audit & Risk Committees – Member Nomination & Remuneration Committee – Chairman Tata Consumer Products Ltd. Audit, M&A Divestiture & Risk Management Committees- Member Stakeholders' Relationship & CSR Committees – Chairman Jubilant Ingrevia Ltd. Stakeholders' Relationship Committee – Chairman Audit, Remuneration & Compensation, Risk Management Committees- Member Bikaji Foods International Ltd. Nomination and Remuneration Committee-Chairman Audit Committee-Member	None	None

	Carrier Airconditioning & Refrigeration Ltd. CSR and Nomination Remuneration Committee- Chairman Audit Committee-Member		
Number of Board Meetings attended during FY23	N.A.	N.A.	N.A.
Name of the listed companies from which resigned in the past three years	None	None	Axis Bank Limited
Shareholding in the Company	Nil	Nil	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None	None

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