

NOTICE

NOTICE is hereby given that the 86th Annual General Meeting of Members of Triveni Engineering & Industries Limited will be held on **Wednesday, the 24th day of August, 2022 at 11:30 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

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2022 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, 2022 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 (including confirmation of Interim dividend)

To confirm the payment of interim dividend of Rs.1.25 per equity share and to declare a final dividend of Rs.2.00 per equity share for the financial year ended March 31, 2022 and pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT the Interim dividend @ Rs.1.25 per equity share already paid on 24,17,55,110 fully paid equity shares of Re.1/- each of the Company for the financial year ended March 31, 2022 as per resolution passed by the Board of Directors of the Company at their meeting held on October 27, 2021 be and is hereby approved and confirmed.

RESOLVED FURTHER THAT the final dividend @ Rs.2.00 per equity share on 24,17,55,110 fully paid equity shares of Re.1/- each of the Company, for the financial year ended March 31, 2022 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. Nikhil Sawhney as a Director liable to retire by rotation

To re-appoint Mr. Nikhil Sawhney (DIN: 00029028), 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. Nikhil Sawhney (DIN: 00029028), 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.

4. Re-appointment of Statutory Auditors and fixation of their remuneration

To re-appoint M/s S.S. Kothari Mehta & Company, Chartered Accountants (Firm Registration No.000756N) as Statutory Auditors of the Company for a second term of five consecutive years from the conclusion of 86th AGM until the conclusion of the 91st AGM of the Company and to fix their remuneration and pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the 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), M/s S.S. Kothari Mehta & Company, Chartered Accountants (Firm Registration Number:000756N) be and are hereby re-appointed as the Statutory Auditors of the Company (including branch audit) for a second term of five consecutive years, to hold office from the conclusion of this 86th Annual General Meeting till the conclusion of the 91st Annual General Meeting, at such remuneration as may be decided by the Board of Directors, on the recommendation of the Audit Committee, in consultation with the Statutory Auditors of the Company.

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.

SPECIAL BUSINESS:

5. Ratification of remuneration to the Cost Auditors for FY 2022-23

To ratify the proposed remuneration to be paid to Mr Rishi Mohan Bansal, Cost Accountant (Firm Registration Number: 102056) and M/s GSR & Associates, Cost Accountants (Firm Registration Number: 000069 for cost audit for FY 2022-23 and 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 2022-23 ending March 31, 2023, 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 : May 14, 2022

NOTES:

1. In accordance with General Circular No.2/2022 dated May 5, 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 2022 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/CMD2/CIR/P/2022/62 dated May 13, 2022 ("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 2021-22 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 Director seeking 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 final dividend for the financial year ended March 31, 2022 is **Wednesday, August 17, 2022**, 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 31st March, 2022 is being sent to the members through email along with Notice of AGM and Annual Report for FY22 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.

SEBI has also, vide its Circular dated November 3, 2021, made it mandatory for holders of physical securities to furnish PAN, KYC and Nomination/Opt-out of Nomination details to avail any investor service. Folios wherein any one of these details are not registered by April 1, 2023 shall be frozen. 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, by email from their registered email id to einward.ris@kfintech.com or by sending a physical copy of the prescribed form duly filled up and signed by all the registered holders to the Company's RTA, M/s. KFin Technologies Limited at the address stated above. The forms for updating the aforesaid details are available on the website of the Company at www.trivenigroup.com. Members who are holding shares in demat form 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

11. 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").

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 FY22 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 FY22 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 **Wednesday, August 17, 2022 (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 Sunday, August 21, 2022 at 10.00 A.M (IST) and ends on Tuesday, August 23, 2022 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. 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	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsd.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.nsd.com II. Select "Register Online for IDeAS" or click at https://eservices.nsd.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.nsd.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) 6775, 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 Vice President 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 through 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 **Sunday, August 21, 2022 (10.00 a.m. IST) to Monday, August 22, 2022 (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 from **Sunday, August 21, 2022 (10.00 a.m. IST) to Monday, August 22, 2022 (5.00 p.m. IST)**.

- 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:
MYEPWD <SPACE> In12345612345678
 2. Example for CDSL:
MYEPWD <SPACE> 1402345612345678
 3. Example for Physical:
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.
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

The Explanatory Statement given hereunder sets out all material facts relating to the special business mentioned at Item No.5 of the accompanying Notice dated May 14, 2022. As an additional information, the Explanatory Statement also contains material facts pertaining to ordinary business mentioned at Item No.4 of the said Notice in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No.4

The Members of the Company at the 81st Annual General Meeting ('AGM') held on September 22, 2017 had approved the appointment of M/s S.S. Kothari Mehta & Company, Chartered Accountants (Firm Registration Number: 000756N) ('SSKM'), as the Statutory Auditors of the Company (including branch audit), to hold office for a period of five consecutive years from the conclusion of said AGM till the conclusion of 86th AGM of the Company. Hence the tenure of SSKM will end on conclusion of this AGM.

After evaluating and considering various factor such as industry experience, competence of the audit team, efficiency in conduct of audit, independence etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, proposed the reappointment of SSKM, as the Statutory Auditors of the Company, for a second term of five consecutive years, to hold office from the conclusion of this 86th AGM till the conclusion of 91st AGM of the Company at the existing remuneration of Rs.70 lakh plus applicable taxes and reimbursement of out of pocket expenses for the financial year ending March 31, 2023, to be reviewed annually by the Board on the recommendation of Audit Committee for the subsequent years, for approval of the shareholders of the Company.

Besides, the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board on the recommendation of Audit Committee.

The Board may, on the recommendation of the Audit Committee, alter and vary the terms and conditions of reappointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

SSKM is a firm of Chartered Accountants with over 5 decades standing with multi-industry experience. SSKM has India wide presence with offices in four major regions of India. They have a staff of over 350 people with over 100 C.As in employment on an All India basis.

SSKM have consented to their reappointment as the Statutory Auditors of the Company and have confirmed that their appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act, 2013 ('Act') and that they are not disqualified to be appointed as the Statutory Auditors in terms of the applicable provisions of the Act and the Rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SSKM has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

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 are either directly or indirectly concerned or interested, financially or otherwise, in this Resolution.

Item No.5

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, 2023:-

Sr. No.	Name of the Cost Auditor	Business	Audit Fees* (Rs.)
1.	Mr Rishi Mohan Bansal	Sugar Business (including Cogeneration & Distillery)	5,44,500/-
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.5 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 : May 14, 2022

Details of Directors seeking re-appointment at the 86th AGM pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings

Name of the Director	Mr Nikhil Sawhney
DIN	00029028
Date of Birth	August 23, 1976
Nationality	Indian
Date of appointment on the Board	November 19, 2008
Qualifications	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	An industrialist and one of the promoters of the Company, with vast experience in engineering industry having adequate functional and management experience. His expertise include general management, leadership, corporate governance and investor relations.
Directorship held in other companies	Triveni Turbine Ltd. Triveni Energy Solutions Ltd. Triveni Energy Systems Ltd. Mathura Wastewater Management Pvt. Ltd. Pali ZLD Pvt. Ltd.
Memberships/ Chairmanships of Committees in other public companies	Audit Committee Triveni Turbine Ltd. – Member Stakeholders' Relationship Committee Triveni Turbine Ltd. – Member Corporate Social Responsibility Committee Triveni Turbine Ltd. –Chairman Risk Management Committee Triveni Turbine Ltd. – Chairman
Number of Board Meetings attended during FY22	5/5
Name of the listed companies from which resigned in the past three years	None
Terms of appointment/re-appointment along with details of Remuneration	Mr Nikhil Sawhney is liable to retire by rotation. 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.
Shareholding	14367837 Equity Shares of Re. 1/- each
Relationship between directors inter-se	Mr Nikhil Sawhney is related as son with Mr Dhruv M. Sawhney, Chairman & Managing Director and as brother with Mr Tarun Sawhney, Vice Chairman & Managing Director of the Company.

Registered office : A-44, Hosiery Complex, Phase-II Extension, Noida 201 305 (U.P.)
Corporate office : 8th Floor, Express Trade Towers, Plot No.15-16, Sector 16A, Noida- 201 301, Uttar Pradesh
Website: www.trivenigroup.com, **E-mail :** shares@trivenigroup.com, **Phone :** 91 120 4308000, **Fax :** 91 120 4311010-11,
CIN: L15421UP1932PLC022174