

REF:TEIL:SE:

Date: 8th August, 2022

BSE Limited Department of Corporate Services, Rotunda Building, P.J. Tower, Dalal Street, Fort, MUMBAI - 400 001 Thru: BSE Listing Centre	National Stock Exchange of India Ltd., Listing Department Exchange Plaza, 5 th Floor, Bandra-Kurla Complex, Bandra (E), MUMBAI - 400 051 Thru: NEAPS
STOCK CODE: 532356	STOCK CODE: TRIVENI
Sub: Voting Result of Postal Ballot along with Scrutinizer's Report	

Dear Sirs,

This is further to our letter dated July 8, 2022 submitting postal ballot notice dated July 7, 2022 seeking approval of the members by way of a special resolution for re-appointment of Mr Jitendra Kumar Dadoo (DIN: 02481702) as an independent director of the Company for a second term of five consecutive years with effect from 21st May, 2022 to 20th May, 2027.

In this regard, we enclose herewith the Voting Result in the prescribed format in terms of Regulation 44(3) of the Listing Regulations along with Scrutinizer's Report dated 8th August, 2022 submitted by Mr Suresh Gupta, Practising Company Secretary, the Scrutinizer appointed for the aforesaid postal ballot process. The voting result of postal ballot along with scrutinizer's report are also being uploaded on the website of the Company i.e. www.trivenigroup.com and website of KFin Technologies Limited i.e. <https://evoting.kfintech.com>.


Based on the said report, the aforesaid special resolution has been passed by the members with requisite majority on 7th August, 2022, a certified copy of which is also enclosed.

You are requested to please take the above on record.

Thanking you,

Yours faithfully,

For Triveni Engineering & Industries Ltd.



GEETA BHALLA

Group Vice President &

Company Secretary

M.No.A9475

Encl: As above

Voting Results

Company Name	TRIVENI ENGINEERING & INDUSTRIES LIMITED
Date of the AGM/EGM	Not Applicable - Resolution Passed by Postal Ballot
Total number of shareholders on record date (Cut Off Date)	94911
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable - Resolution Passed by Postal Ballot
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable - Resolution Passed by Postal Ballot
Promoters and Promoter Group:	
Public:	

Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Jitendra Kumar Dadoo (DIN: 02481702) as an Independent Director for a second term of 5 consecutive years with effect from May 21, 2022, to May 20, 2027.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	165439263	165439263	100.0000	165439263	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	25254746	19588831	77.5649	15753069	3835762	80.4186	19.5814
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	51061101	4662768	9.1317	4660160	2608	99.9441	0.0559
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Total		241755110	189690862	78.4641	185852492	3838370	97.9765	2.0235

For Triveni Engineering & Industries Ltd.


Group Vice President & Company Secretary

SURESH GUPTA & ASSOCIATES

COMPANY SECRETARIES

204, Silver Complex, A-73, Opp. Metro Pillar No. 60, Near Nirman Vihar Metro Station,
Laxmi Nagar, Delhi-110092
Mob. 9312257002, Ph. 011-43061664, Mail: sureshguptacs@gmail.com

Scrutinizers Report

To,
The Chairman
M/s Triveni Engineering & Industries Limited
CIN L15421UP1932PLC022174
Corporate office: 8th Floor, Express Trade Towers,
Plot No. 15&16, Sector 16A
Noida, Uttar Pradesh-201301, India

Dear Sir,

**Sub: Report on the Postal Ballot by Remote E-Voting process-
Triveni Engineering & Industries Limited -Reg
Ref: Notice of Postal Ballot dated July 07, 2022**

1. I, Suresh Gupta, Practicing Company Secretary of M/s Suresh Gupta & Associates, Company Secretaries was appointed as a Scrutinizer by the Board of Directors of Triveni Engineering & Industries Limited ('the Company') to conduct the postal ballot process in a fair and transparent manner in respect of special resolution for approval for **Re-appointment of Mr Jitendra Kumar Dadoo (DIN 02481702) as an Independent Director of the Company** pursuant to the Notice dated July 07, 2022, issued under Section 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Companies Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "**Management Rules**") and the General Circular Nos. 14/2020 dated April 8, 2020 read with Circular no 03/2022 dated May 5, 2022 and other applicable circular thereto issued from time to time by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).
2. The Company had dispatched Postal Ballot notice along with explanatory statement only on July 08, 2022 through electronic mode to all those Members, whose e-mail address were registered with the Company or Registrar and Share Transfer Agent of the Company or with their respective Depository Participant and whose names appear in the Register of Members of the Company /List of Beneficial Owners as maintained by the Depositories as on July 01, 2022 ("cut- off date"). The Postal Ballot Notice was made available on the website of the Company, websites of Stock Exchanges i.e. BSE Ltd and National Stock Exchange of India Limited and also on the website of KFin Technologies Limited ("KFintech") the authorized agency appointed for providing for facilitating e-voting to enable the members to cast their votes electronically .

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3. An advertisement was also published in The Financial Express (English) and Jansatta (Hindi) on July 09, 2022 regarding service of Postal Ballot notice to eligible members through electronic mode only specifying the period when members can cast e-voting, availability of the Postal Ballot notice on the websites of the Company, Stock Exchanges and KFintech, instructions for e-voting etc.
4. The management of the Company is responsible to ensure the compliance with requirements of the Companies Act and the Management Rules relating to postal ballot voting by electronic means. My responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a consolidated Scrutinizer's Report on the voting on the said special resolution based on the reports generated from the electronic voting system provided by KFintech.
5. Further to the above, I submit my report as under:
 - I. The Members of the Company holding shares as on cut-off date i.e. July 01, 2022 were entitled to vote on the resolution contained in the Postal Ballot Notice. Members were provided with the facility to cast their votes on the designated platform of KFintech viz., www.evoting.kfintech.com.
 - II. The remote e-voting commenced on Saturday July 09, 2022 at 10:00 a.m. (IST) and ended on Sunday August 07, 2022 at 5:00 p.m. (IST). Further, the remote e-voting process was monitored through the scrutinizer's secured link provided by KFintech on its designated website www.evoting.kfintech.com
 - III. The e-voting was unblocked by me immediately after the end of e-voting period in presence of two witnesses not in the employment of the Company and e-voting report was downloaded from the website of KFintech in respect of members, who voted through e-voting.
 - IV. The particulars of remote e-voting report generated from electronic registry of KFintech have been entered in a separate Register maintained for this purpose.
 - V. Shareholder(s) who have voted for lesser number of shares as compared to their entitlement, the numbers of shares for which they have actually voted have been considered for this report.
 - VI. The votes received electronically (remote e-voting) were duly scrutinized and the shareholding was reconciled with the Register of Members/List of Beneficial Owners of the Company as on July 01, 2022. Based on the reports generated from KFintech e-voting system, my consolidated report on the result of voting through remote e-voting in respect of passing of the SPECIAL RESOLUTION contained in the Notice dated July 07, 2022 through Postal Ballot is as under

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Resolution: Special Resolution

1. Re-appointment of Mr. Jitendra Kumar Dadoo (DIN 02481702) as an Independent Director for a second term of five consecutive years with effect from May 21, 2022, to May 20, 2027.

a) Votes cast "in favour" of the resolution:

<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
469	185852492	97.9765

b) Votes cast "against" the resolution:

<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
56	3838370	2.0235

c) Invalid votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
NIL	N.A.

d) Abstain votes:

<i>Total number of members who abstained from voting</i>	<i>Total number of votes</i>
7	945

Based on the aforesaid result, I report that the special resolution contained in the Notice dated July 07, 2022 has been passed with the requisite majority.

6. All electronic data and relevant records relating to postal ballot will remain in my custody until the Chairperson considers, approves, and signs the minutes of Postal Ballot and same shall be handed over thereafter to the Company Secretary for safe keeping .

**For Suresh Gupta & Associates
Company Secretaries**



**Suresh Gupta
(Scrutinizer)
FCS 5660, CP No. 5204
PR Cert. No: 740/2020
UDIN: F005660D000756806**



Date: 08.08.2022

Place: Noida

Certified true copy of Special Resolution passed by the members of the Company with requisite majority through postal ballot on 7th August, 2022.

RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 Rules made thereunder and Regulations 16, 17, 25 & other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr Jitendra Kumar Dadoo (DIN 02481702), Independent Director of the Company, 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 re-appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from 21st May, 2022 to 20th May, 2027.

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.

*/Certified to be true copy/
For Triveni Engineering & Industries Ltd.*

[Signature]
Group Vice President & Company Secretary
M.No. A9475