

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of Members of Triveni Turbine Limited will be held on Tuesday, August 23, 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 alongwith 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 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 Re 0.40 and a Special dividend of Re 0.60 (aggregating to Re 1.00 per share) and to declare the final Dividend of Re 0.85 and a Special dividend of Re 0.70 (aggregating to Re 1.55 per share) for the financial year 2021-22 and pass the following resolution as an **Ordinary Resolution**

RESOLVED that the Interim dividend @ (Re.0.40 per equity share and a Special dividend of Re 0.60 (aggregating to Re 1.00 per share) already paid on 32,33,05,484 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 at their meeting held on October 26, 2021 be and is hereby approved and confirmed.

RESOLVED FURTHER THAT the final dividend @ (Re 0.85 and a Special dividend of Re 0.70 (aggregating to Re 1.55 per share) on 32,33,05,484 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. Arun Prabhakar Mote as a Director liable to retire by rotation

To appoint Mr. Arun Prabhakar Mote (DIN: 01961162), 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 Mr. Arun Prabhakar Mote (DIN: 01961162) Director of the Company who retires by rotation and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

4. Re-appointment of M/s Walker Chandio & Co as Statutory Auditors of the Company

To re-appoint M/s Walker Chandio & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) Statutory Auditors of the Company for a term of five consecutive years w.e.f conclusion of 27th AGM until the conclusion of the 32nd AGM of the Company to be held in the year 2027 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, and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force M/s Walker Chandio & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of the 27th Annual General Meeting ("AGM") until the conclusion of the 32nd AGM of the Company to be held in the year 2027, at a 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

To ratify the proposed remuneration to be paid to M/s J.H. & Associates, Cost Accountants for Cost audit for FY 2022-23 and pass 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-enactment thereof, for the time being in force), M/s J.H. & Associates, Cost Accountants, (Firm Registration Number 00279), appointed as Cost Auditor by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial Year ending March 31, 2023, be paid a remuneration of Rs. 80,000/- plus applicable taxes and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit.

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 of Directors of the Company

Date: May 13, 2022
Place: Noida (U.P)

Rajiv Sawhney
Company Secretary
Membership No. A8047

NOTES:

1. 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"), has dispensed with the requirement of sending the physical copies of the Annual General Meeting (AGM) Notice and Annual Report to the members. Accordingly, the Notice of the AGM and the Annual Report (2021-22) of the Company are being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories. Members may note that the copies of the Notice of the AGM and the Annual Report (2021-22) are also available on the website of the Company at www.triveniturbines.com, websites of the Stock Exchanges, BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com, respectively, and website of KFinTech Limited ("KFinTech") at [www.https://evoting/kfintech.com](https://evoting/kfintech.com). the agency appointed for facilitating e-voting (including remote e-voting) for the AGM. Members who wish to obtain physical copies of the AGM Notice and the Annual Report (2021-22), may write to us at shares.ttl@trivenigroup.com.
2. In compliance with the provisions of Sections 108, and other applicable provisions of the Act and the Rules made thereunder, as duly amended, and Regulation 44 of the Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote by using an electronic voting system from a place other than venue of the AGM ("remote e-voting"), through the e-voting services provided by M/s KFin Technologies Ltd. (KFinTech) on the Resolutions set forth in this Notice. The facility for e-voting (insta-poll) will also be made available at the AGM and the members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through e-voting (insta-poll). Members who have cast their votes by remote e-voting may attend the AGM, but shall not be entitled to cast their votes again at the AGM.
3. In accordance with the SEBI Circular and the MCA Circulars, the facility to appoint a proxy to attend and cast votes for the members is not available for this AGM. However, Institutional / Corporate members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy of its board or governing body resolution / authorization, etc., for authorizing their representatives to attend the AGM through VC / OAVM on their behalf and to cast vote through e-voting (including remote e-voting). The said resolution/ authorization shall be sent to the Scrutinizer by e-mail at his registered e-mail address at sureshguptacs@gmail.com with a copy marked to evoting@kfintech.com
4. **AGM through Video Conference (VC)**
 - a) Pursuant to the General Circular No. 2/2022 dated May 5, 2022 and other circulars issued by the Ministry of Corporate Affairs ("MCA Circulars"), companies are allowed to convene their AGMs through VC/OAVM, without the physical presence of the members at a common venue. Hence, in compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM.
 - b) M/s KFin Technologies Ltd. (KFinTech). will be providing facility for convening the 27th AGM through VC/OAVM Facility, voting through remote e-voting and e-voting during the 27th AGM.

- c) Members may join the AGM through VC/OAVM facility, by following the procedure as mentioned below, which shall be kept open for the Members from 11:00 a.m. IST i.e. 30 minutes before the time scheduled to start the AGM.
 - d) The facility of participation at the AGM through VC/OAVM will be made available for members on first come first served basis (FCFS). No restrictions on account of FCFS entry into AGM will apply in respect of large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc.
 - e) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The recorded transcript of the AGM shall also be made available on the website of the Company at www.triveniturbines.com as soon as possible after the conclusion of the AGM.
 6. As the AGM will be held through VC / OAVM, the route map, proxy form and attendance slip are not required and accordingly, not attached to this Notice.
 7. Brief profile of the Director to be re-appointed including nature of his expertise, names of companies in which he holds directorships, relationships with other directors, etc. are provided in Annexure A of this Notice.
 8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act, will be available electronically for inspection during the AGM at KFINTech e-voting system at <https://emeetings.kfintech.com/>. The members may inspect these records by using their secure login credentials. All other documents referred to in this Notice will also be available for inspection in an electronic mode without any fee by the members from the date of circulation of this Notice till the date of the AGM. Members seeking to inspect such documents can send an e-mail to shares.ttl@trivenigroup.com.

9. Dividend

- a) The **Record Date** fixed for the purpose of determining entitlement of the Members to the Final & Special Dividend for the financial year ended 31st March, 2022 is **Tuesday, August 16, 2022**. The said Dividend, if declared, will be paid within 30 days from the date of approval by the shareholders in the ensuing AGM to those Members/beneficial owners whose names appear in the Register of Members/depository records as at close of business hours on the record date.
- b) Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants with whom they maintain their demat accounts will be used by the Company for payment of dividend. The Company cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars or bank mandates.

Members holding shares in demat form are, therefore, requested to intimate any change in their addresses and/or bank mandate immediately to their Depository Participants.
- c) Members holding shares in physical form are requested to register their Electronic Clearing Service (ECS) mandate by submitting the ISR-1 FORM along with the (i) Physical copy of the signed request letter which shall contain shareholder's name, folio number, bank details (viz. Bank account number, Bank and Branch Name, address, IFSC, MICR details) (ii) a self-attested copy of the PAN / Aadhar card and (iii) cancelled cheque leaf to the Company's RTA.
- d) For the shareholders who have not updated their bank account details, the Company will send the dividend warrants/ demand drafts at address registered in the Company's record.
- e) Pursuant to the Income-tax Act, 1961, as amended, dividend income is taxable in the hands of the Members with effect from 1st April, 2020 and the Company is required to deduct tax at source from such dividend at the prescribed rates. A communication providing information and detailed instructions with respect to tax on the Final & Special Dividend for the financial year ended 31st March, 2022 will be sent separately to the members through email at their registered email Ids in this regard. Members are requested to write to M/s KFintech at einward.ris@kfintech.com for any queries/questions in this regard.
- f) Unclaimed dividend for the financial year ended 31st March, 2015 and Interim Dividend for the financial year ended on 31st March 2016 and the shares in respect of which dividend entitlements remain unclaimed for seven consecutive years will be due for transfer to the Investor Education and Protection Fund of the Central Government on

8th September, 2022 and 9th December 2022 respectively, pursuant to Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. Members are requested to claim the said dividend, details of which are available on the Company's corporate website www.triveniturbines.com under the section 'Investors –Transfer of shares to the IEPF-' at <http://www.triveniturbines.com/transfer-shares-iepf.html>. No claim shall lie against the Company in respect of unclaimed dividend and the Secretarial Department of the Company will not be able to entertain any claim received after 8th September 2022 and 9th December, 2022 in respect of the same.

- g) 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. Instructions for member's Remote e-voting and joining the AGM virtually

- a) Pursuant to 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.
- b) 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. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- c) **Cut-off Date** - The Company has fixed **Tuesday, August 16, 2022** as the **Cut-off Date** for remote e-voting. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on the **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. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- d) **Remote e-voting will commence at 10.00 a.m. on Saturday, 20th August, 2022 and will end at 5.00 p.m. on Monday, 22nd August, 2022**, 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. A Member can opt for only single mode of voting i.e. through Remote e-voting or e-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.
- e) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of 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.
- f) In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting for Individual shareholders holding securities in demat mode.
- g) The details of the process and manner for remote e-voting and joining virtual AGM and e-voting (insta-poll) at the AGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to Kfintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual AGM on Kfintech system and e-voting (insta-poll) at the AGM.

Details on Step 1 are mentioned below: Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> User already registered for IDeAS facility: <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" 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. User not registered for IDeAS e-Services <ol style="list-style-type: none"> To register click on link : https://eservices.nsdl.com Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in points 1. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ Click on the icon "Login" which is available under 'Shareholder/Member' section. 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. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. 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"> Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com Click on New System Myeasi Login with your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. Click on e-Voting service provider name to cast your vote. User not registered for Easi/Easiest <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed with completing the required fields. Follow the steps given in point 1 Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide your demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. 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"> You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. 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. 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

Details on Step 2 are mentioned below:

I) Login method for e-Voting for shareholders other than Individual's 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) 6776, 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 Turbine 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/Depository Participants(s), and consequently the Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided 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 scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of AGM and the e-voting instructions.

Details on Step 3 are mentioned below:

(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 Turbine 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. 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.

- ii. 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.
- iii. 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.
- iv. 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 the business 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 **Saturday, August 20, 2022 (10.00 a.m. IST) to Sunday, August 21, 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 27th 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 Saturday August 20, 2022 to Sunday August 21, 2022.
- 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 EGM are requested to contact Ms. C. Shobha Anand, Deputy Vice President at KFintech at toll free number 1800-309-4001 or write to them at evoting@kfintech.com.
11. The Board of Directors has appointed Mr Suresh Gupta, practising company secretary (FCS 5660/CP No.5204) as a Scrutinizer to scrutinize the remote e-voting and the e-voting process at the AGM in a fair and transparent manner.
 12. The Scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in employment of the Company and make, within two working days from conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or a person authorized by him, who shall countersign the same and shall declare the results forthwith. Subject to receipt of the requisite number of votes, the resolution will be deemed to be passed on the date of the AGM i.e. August 23, 2022.
 13. The voting results declared, along with the Scrutinizer’s Report shall be placed on the website of the Company (www.triveniturbines.com) and on the website of KFintech (<https://evoting.kfintech.com>). The results shall simultaneously be communicated to the BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed.
 14. SEBI had mandated furnishing of PAN, KYC details and Nomination by the members holding equity shares in physical form. Accordingly, members who are holding shares in physical form are requested to furnish their PAN, email address, mobile number, bank account details and nomination in duly filed and signed form ISR-1 along with a self-attested copy of the PAN card , Aadhar Card and cancelled cheque leaf to Registrar and Transfer Agent of the Company M/s Alankit Assignments Limited - Unit Triveni Turbine Ltd , 4E/2, Jhandewalan Extension , New Delhi 110055 . The relevant forms can be downloaded from the websites of the Company at www.triveniturbines.com. Members, whose shareholding is in demat form are requested to direct change of address notifications, registration of e-mail address, nomination and updation of bank account details to their respective Depository Participants (‘Dps’).
 15. Non-resident Indian shareholders are requested to inform about the following to the Company or the RTA or the concerned DP, as the case may be, immediately of:
 - a. The change in the residential status on return to India for permanent settlement; and
 - b. The particulars of the NRE Account with a bank in India, if not furnished earlier.
 16. Members desirous of obtaining any information/clarification on the matters to be placed at the AGM are requested to address their query, if any, in writing to the Company Secretary at the corporate office of the Company or email at shares.ttl@trivenigroup.com at least 10 days before the date of the AGM, so that the information may be made available at the AGM.
 17. Members are informed that in the case of joint holder(s) attending the AGM, only such joint holder which is higher in the order of names will be entitled to vote.
 18. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of requests received for transmission or transposition of securities. In view of the above and the inherent benefits of holding shares in electronic form, we urge the members holding shares in physical form to have their shares dematerialized.
 20. Members holding shares in single name are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained, in case of shares held in physical form, from the RTA Alankit Assignments Ltd. or the Secretarial Department of the Company, and in case of shares held in demat form, from their respective Depository Participant(s).

Explanatory Statement pursuant to Section 102 of the Act in respect of the business set out under items Nos. 4 and 5 in the notice of the accompanying Notice:

Item No. 4

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), however, the same is strictly not required as per Section 102 of the Act.

The Members at the twenty-second Annual General Meeting ("AGM") of the Company held on August 9, 2017 had approved the appointment of M/s Walker Chandio & Co LLP, ("WCC"), Chartered Accountants (Firm Registration No.: 001076N/N 500013), as Statutory Auditors of the Company, to hold office till the conclusion of the ensuing twenty-seventh AGM. The tenure of the WCC will end on conclusion of this AGM.

After evaluating and considering various factors such as industry experience, competency 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, at its meeting held on May 13, 2022, proposed the re-appointment of M/s WCC Chartered Accountants as the Statutory Auditors of the Company, for a term of five consecutive years from the conclusion of ensuing twenty-seventh AGM till the conclusion of thirty-second AGM of the Company to be held in the year 2022, The fee for audit services for financial year 2022-23 will be Rs.36.16 lakhs plus applicable taxes and out-of-pocket and other incidental expenses in connection with the audit. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as approved by the Board of Directors 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 banks, statutory authorities, etc. and other permissible non-audit services as required from time to time, for which WCC will be remunerated separately on such terms as may be recommended by the Audit Committee and approved by the Board of Directors.

The Audit Committee and the Board has considered factors like vast audit experience of the firm in various segments, market standing of the firm, qualifications and experience of the partners of the firm, engagement team's experience, clientele served, sound technical knowledge, etc. and found credentials of M/s. WCC suitable to handle the statutory audit of the Company

WCC is an established CA firm incorporated since 1935 (converted into LLP in 2014) and has around 1900 professional and staff. It has 14 offices at Bengaluru, Chandigarh, Chennai, Delhi, Gurgaon, Hyderabad, Kolkata, Mumbai, Noida, Pune, Kochi, and Dehradun. WCC have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 4 of the Notice for approval by the Members.

The Board of Directors commend the passing of Resolution at Item No. 4 of the Notice.

Item No.5

The Board of Directors of the Company have, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s J.H. & Associates, Cost Accountants, as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2023.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is 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 Auditor for the financial year ending on March 31, 2023, as set out in the Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

The Board of Directors commend the passing of Resolution at Item No.5 of the Notice.

Details of Director retiring by rotation seeking re-appointment at the 27th Annual General Meeting

Name of the Director	Mr. Arun Prabhakar Mote
Date of Birth (Age)	January 9, 1953 (69 years)
Nationality	Indian
Qualifications	Masters Degree in Technology from the IIT - Bombay and a Masters Degree in Business Administration from the Jamnalal Bajaj Institute of Management Studies Bombay University.
Experience	Experience of around 21 years in the areas of general management practices and processes, business development, strategic planning, global business opportunities, manufacturing, engineering and administration.
Date of first appointment on the Board	November 1, 2012
Directorship held in other Companies	Triveni Energy Solutions Limited
Memberships/Chairmanships of Committees in other public companies	Not Applicable
Number of Board Meetings attended during financial year 2021-22	6 out of 6
Terms and condition of appointment Details of Remuneration	He is liable to retire by rotation and is entitled to fixed monthly pay by way of salary, perquisites and allowances and variable performance bonus on yearly basis in accordance with the applicable provisions of the Companies Act, 2013. For terms of appointment and the remuneration last drawn by him, please refer to Corporate Governance Report forming part of Annual Report for FY22.
Shareholding in the Company	Nil
Relationship with other directors and Key Managerial personnel of the Company	Not Applicable

By Order of the Board of Directors of the Company

Date: May 13, 2022
Place: Noida (U.P)

Rajiv Sawhney
Company Secretary
Membership No. A8047

Regd. Office: A-44, Hosiery Complex, Phase-II Extension, Noida 201 305 (U.P.)
Corporate Office: 8th Floor, Express Trade Towers, 15-16, Sector – 16A, Noida, Uttar Pradesh - 201301
Corporate Identification Number: L29110UP1995PLC041834
Tel : 91 120 4308000; **Fax:** 91 120 4311010-11
E-mail: shares.ttl@trivenigroup.com ; **Website:** www.triveniturbines.com