

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of Members of Triveni Turbine Limited will be held on Friday, September 8, 2023 at 3:30 p.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 for the financial year ended March 31, 2023

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

RESOLVED that the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2023 together with the Reports of the 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. Re-appointment of Mr. Dhruv M. Sawhney (DIN: 00102999) as a Director liable to retire by rotation

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

RESOLVED that Mr. Dhruv M. Sawhney (DIN: 00102999), 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.

3. Re-appointment of Mr. Tarun Sawhney (DIN: 00382878) as a Director liable to retire by rotation

To appoint Mr. Tarun Sawhney (DIN: 00382878), 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. Tarun Sawhney (DIN: 00382878), 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.

SPECIAL BUSINESS

4. Ratification of remuneration to the Cost Auditors for the financial year 2023-24

To ratify the proposed remuneration to be paid to M/s J.H. & Associates, Cost Accountants for Cost audit for FY 2023-24 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, 2024, be paid a remuneration of Rs.90,000/- 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

Date: May 16, 2023
Place: Noida (U.P)

Rajiv Sawhney
Company Secretary
M No. A8047

NOTES:

1. In accordance with General Circular No.10/2022 dated December 28, 2022 read with Circular No.20/2020 dated May 5, 2020 and other applicable circulars issued by the Ministry of Corporate Affairs from time to time ("MCA Circulars"), and pursuant to the relevant provisions of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Annual General Meeting ('AGM') of the Company for the year 2023 is being held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"). Hence physical attendance of the members at the AGM is not required and the members can attend/participate and vote in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The MCA Circulars read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated 05 January 2023 and other applicable circulars issued from time to time ("SEBI Circular") also dispense with the requirement of sending the physical copies of the AGM Notice and Annual Report to the members. Accordingly, this Notice of the AGM along with the Annual Report 2022-23 are being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories. Members may note that the copies of the Notice of the AGM and the Annual Report (2022-23) 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, may write to us at shares.ttl@trivenigroup.com.
3. Since this AGM will be held through VC/OAVM, Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not being annexed to this Notice.
4. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Special Business to be transacted at this AGM and the relevant details pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 ('Listing Regulations') and Secretarial Standards on General Meeting in respect of Directors seeking appointment/re-appointment at the AGM are annexed hereto and forms part of this notice.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Company's Share Department at shares.ttl@trivenigroup.com or its RTA, Alankit Assignments Limited-Unit Triveni Turbine Ltd., 4E/2, Jhandewalan Extension, New Delhi 110055. 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.
7. 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.
8. 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 and May 18, 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.triveniturbines.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, Alankit Assignments Limited-Unit Triveni Turbine Ltd., 4E/2, Jhandewalan Extension, New Delhi 110055, along with the documents / details specified therein for processing.

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

The concerned members are therefore urged to furnish PAN, KYC and Nomination/ Opt out of Nomination by submitting the prescribed forms, duly filled up and signed, by sending a physical copy of the prescribed form duly filled up and signed by all the registered holders to the Company's RTA, Alankit Assignments Limited at the address stated above. The forms for updating the aforesaid details are available on the website of the Company at www.triveniturbines.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.

10. 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.ttl@trivenigroup.com.

Dispatch of Annual Report:

11. In terms of the aforesaid MCA Circulars and SEBI Circulars, the Notice of this AGM and the Annual Report for FY23 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Members may note that the Notice of AGM and Annual Report FY23 will also be available on the Company's website www.triveniturbines.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

12. 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.
13. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **Friday, September 1, 2023 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only.
14. The **remote e-voting period commences on Tuesday, September 5, 2023 at 10.00 A.M (IST) and ends on Thursday, September 7, 2023 at 5.00 P.M. (IST)** when remote e-voting will be blocked by KFintech.

Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again. However, those members who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions during the remote e-voting period and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

15. Any person who becomes a member of the Company after the dispatch of Notice of AGM and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com well before closing of remote e-voting. However, if he / she is already registered with KFintech for remote e-voting then he /she can use his / her existing User ID and password for casting the vote. If the member has forgotten his/her password, he/she may reset his/her password by using "Forgot User Details/ Password" option available on <http://evoting.kfintech.com>.
16. 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.
17. 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.
18. 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 of NSDL: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" under "Value Added Services". IV. Click on "Active E-voting Cycle" option under e-voting. V. Click again company name (Triveni Turbine Ltd.) or e-Voting service provider (Kfintech) and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com or https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp II. Select "Register Online for IDeAS" III. Proceed with completing the required fields for registration. IV. After successful registration, follow steps given in points 1 above to cast your vote. 3. Alternatively User may directly access the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be redirected to e-voting page on NSDL website. V. Click against Company name (Triveni Turbine Ltd.) or e-voting service provider (KFintech) and you will redirected to e-Voting page of service provider i.e. KFintech for casting your vote during the remote e-Voting period. VI. Shareholders/Members can also download the NSDL mobile app 'NSDL SPEED-e' by scanning the QR code mentioned below for seamless voting experience <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 10px;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. User already registered for Easi / Easiest facility of CDSL <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi/Login to My Easi option under Quick Login III. Enter your registered user id and password. IV. Click against Company name (Triveni Turbine Ltd.) or e-voting service provider (KFintech) and you will be redirected to e-Voting page of service provider i.e. KFintech for casting your vote during the remote e-Voting period. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register: Visit URL: https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields for registration. III. After successful registration, follow the steps given in point 1 above to cast your vote. 3. Alternatively, User may directly access the e-Voting website of CDSL <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Click on E-voting and enter your demat account Number (DP ID & Client ID) and PAN Number. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat account. IV. After successful authentication, you will enter e-voting module of CDSL. V. Click against Company name (Triveni Turbine Ltd.) or e-voting service provider (KFintech) and you will be redirected to e-Voting page of service provider i.e. KFintech for casting your vote during the remote e-Voting period.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider - Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

(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) 7510, 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."

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link:

<https://www.alankit.com/pdf/ISR-1.pdf>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

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

Name	Alankit Assignments Limited
Address	Unit: Triveni Turbine Limited, 4E/2, Jhandewalan Extension, New Delhi-110055.

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

(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.
- 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 at least 1,000 members on 'first come first serve' basis. This will not include large shareholders (shareholders holding 2% or more equity shares), Institutional Investors and other specified category of persons who are allowed to attend the AGM without the aforesaid restriction. Institutional members are encouraged to participate at the AGM through VC / OAVM and vote thereat.
- iii. Members may join the Meeting through Laptops, Smartphones, Tablets or iPads for better experience. Further, members will be required to use internet with a good speed to avoid any disturbance during the AGM. Members will need the latest version of Chrome, Safari, MS Edge or Mozilla Firefox. Members will be required to grant access to the webcam to enable two way VC / OAVM. Please note that members connecting from Mobile Devices or Tablets or through Laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- iv. Those members who are present at the meeting through VC /OAVM and have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting (insta-poll) during the AGM is integrated with the VC / OAVM platform. The members may click on the voting icon displayed on the screen to cast their votes through insta-poll, which will be activated upon announcement by the Chairman at the AGM.
- v. A member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

(IV) Other Instructions

- i. **Speaker Registration:** The members holding shares as on the cut-off date and who would like to express their views or ask questions on any items of the businesses to be transacted during the AGM may register themselves as speakers by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after login, which will be opened from **Tuesday, September 5, 2023 (10.00 a.m. IST) to Wednesday, September 6, 2023 (5.00 p.m. IST)**. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- ii. **Post your Question:** Members holding shares as on the cut-off date and who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFintech. On successful login, select 'Post Your Question' option available from **Tuesday, September 5, 2023 (10.00 a.m. IST) to Wednesday, September 6, 2023 (5.00 p.m. IST)**.
- iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1800-309-4001 or write to them at evoting@kfintech.com.
- iv. In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of

<https://evoting.kfintech.com> (KFintech Website) or contact Ms C. Shobha Anand, Deputy Vice President at evoting@kfintech.com or call KFintech's toll free No. 1800-309-4001 for any further clarifications.

19. The voting results 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 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 Act in respect of the business set out under items No. 4 in the notice of the accompanying Notice:

Item No.4

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, 2024.

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, 2024, 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 recommends ratification of remuneration of Cost Auditors by passing an Ordinary Resolution at Item No. 4 of the Notice.

Details of Directors retiring by rotation seeking re-appointment at the 28th Annual General Meeting

Name of the Director	Mr. Dhruv M Sawhney	Mr Tarun Sawhney
DIN	00102999	00382878
Date of Birth & (Age)	June 26, 1944 (79 Years)	September 25, 1973 (50 Years)
Nationality	Indian	Indian
Date of first appointment on the Board	May 10, 2011	December 3, 2007
Qualifications	Graduate with a Masters' degree in Mechanical Sciences from Emmanuel College, University of Cambridge, U.K. and Masters' degree in Business Administration with distinction from The Wharton School, University of Pennsylvania, U.S.A.	Bachelors' and Masters' degrees in Arts from Emmanuel College, University of Cambridge, U.K. and Masters' degree in Business Administration from The Wharton School, University of Pennsylvania, U.S.A.
Experience & Expertise	<p>He is an industrialist and one of the Promoters & Chairman & Managing Director of Triveni Turbine Ltd. & Triveni Engineering and Industries Ltd. with a group turnover of US\$ 700 million. Triveni Turbine is one of the largest global manufacturer of small steam turbines upto 30 MW. Triveni Engineering, is one of India's largest producers of sugar, co-generated power and ethanol. It is a leader in high-speed gears, and water and waste water treatment projects on a turnkey and Build Operate and Own basis. He was the President of the Confederation of Indian Industry (CII) and also of the International Society of Sugar Cane Technologists, Indian Sugar Mills Association. He chairs the Board of Trustees of Tirath Ram Shah Charitable Trust which runs a private charitable hospital a 200 bed hospital in North Delhi.</p> <p>He received the "Chevalier de la Legion d'Honneur" from President French republic, and was made an 'Honorary Lieutenant of the Royal Victorian Order' (LVO). He Co-Chair the Indo-French CEO's Forum. He is a past Chairman of the Indian Institute of Management, Kashipur, CII Triveni Water Institute, a Centre of Excellence. and the Doon School, Dehradun. He was President of the All India Chess Federation.</p> <p>His areas of expertise includes general management, leadership, corporate governance and finance.</p>	An industrialist and one of the promoters of the Company, with vast experience in sugar and engineering industry having adequate functional and management experience. He is the past President of ISMA (Indian Sugar Mills Association) and past Chairman of ISEC (Indian Sugar Exim Corporation Limited). He is a member of the CII (Confederation of Indian Industry) National Council and chairs the National Task Force on Sugar and Ethanol, and Bioenergy. He has been conferred the Industry Excellence Award for contributions to the sugar industry by the Hon. President of India. His expertise include general management, leadership, corporate governance and finance.
Terms and condition of re-appointment alongwith details of Remuneration sought to be paid	In terms of Special Resolution passed by the shareholders through postal ballot on March 29, 2019, the office of Mr Dhruv M. Sawhney, Chairman & Managing Director of the Company is liable to retire by rotation. There is no change in the terms and conditions of his re-appointment.	He is liable to retire by rotation and is entitled to sitting fees for attending meetings of the Board and its committee and profit related commission if any in accordance with the applicable provisions of the Companies Act, 2013.
Remuneration last drawn by such person, if applicable	Mr Sawhney has not been drawing any remuneration from the Company.	Please refer to Corporate Governance Report forming part of Annual Report for FY23.
Directorship held in other Companies	<p>Chairman and Managing Director</p> <p>Triveni Engineering & Industries Ltd. (Listed Company)</p> <p>Director</p> <p>Triveni Energy Solutions Ltd</p> <p>Triveni Turbines Europe Pvt. Ltd. (U.K.)</p> <p>Triveni Turbines DMCC, Dubai (UAE)</p> <p>Triveni Foundation</p>	<p>Vice Chairman and Managing Director</p> <p>Triveni Engineering & Industries Ltd. (Listed Company)</p> <p>Director</p> <p>Triveni Energy Solutions Ltd.</p> <p>Indian Sugar Exim Corporation Ltd.</p> <p>Triveni Foundation</p>
Memberships/Chairmanships of Committees in other public companies	Not Applicable	<p>Triveni Engineering & Industries Limited</p> <p>Stakeholders Relationship Committee- Member</p> <p>Audit Committee- Member</p>

		Corporate Social Responsibility Committee- Member Risk Management Committee- Member
Number of Board Meetings attended during financial year 2022-23	6 out of 6 meetings	6 out of 6 meetings
Name of the listed companies from which resigned in the past three years	None	None
Shareholding in the Company	22955029 equity shares of Re. 1/- each.	13714125 equity shares of Re. 1/- each.
Relationship with other directors and Key Managerial personnel of the Company	Mr. Dhruv M. Sawhney is the father of Mr. Nikhil Sawhney, Vice Chairman & Managing Director and Mr. Tarun Sawhney, Director of the Company.	Mr Tarun Sawhney is related as son with Mr Dhruv M. Sawhney, Chairman & Managing Director and as brother with Mr Nikhil Sawhney, Vice Chairman & Managing Director of the Company.

By Order of the Board

Date: May 16, 2023
Place: Noida (U.P)

Rajiv Sawhney
Company Secretary
M No. A8047

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