



**CIN:** L15421UP1932PLC022174

**Registered office :** A-44 Hosiery Complex, Phase II Extension, Noida-201 305, Uttar Pradesh  
**Corporate office :** 8<sup>th</sup> Floor, Express Trade Towers, Plot No.15-16, Sector 16A, Noida- 201 301, Uttar Pradesh  
**Website:** [www.trivenigroup.com](http://www.trivenigroup.com), **E-mail :** [shares@trivenigroup.com](mailto:shares@trivenigroup.com), **(Phone :** 91 120 4308000)

## **POSTAL BALLOT NOTICE**

(Pursuant to Sections 110 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

This notice ("Notice") is hereby given pursuant to and in compliance with Sections 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rule Nos. 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Management Rules") (including any statutory amendment(s), modification(s) or re-enactment(s) thereto, for the time being in force), and in accordance with the General Circular No.14/2020 dated April 8, 2020 read with General Circular No.17/2020 dated April 13, 2020 and General Circular No.9/2024 dated September 19, 2024 and other applicable circulars thereto issued by the Ministry of Corporate Affairs from time to time ("MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), and other applicable laws, rules and regulations, if any, the Special Resolution as set out in this Notice is proposed for consideration by the members of Triveni Engineering & Industries Limited ("Company") for passing by means of Postal Ballot through remote e-voting by electronic means only.

A detailed Explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act in respect of the proposed special resolution specified in the Notice to be passed through postal ballot (via remote e-voting) setting out all the material facts and the reasons thereof is annexed hereto for your consideration and forms part of the Notice.

In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/Registrar and Transfer Agent ("RTA"). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

If your email address is not registered with the Company/Depositories/RTA, please follow the process provided in the Notes to receive this Notice. The communication of the assent and dissent of the Members would only take place through the remote e-voting system.

In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Management Rules and Regulation 44 of the Listing Regulations and MCA Circulars, the Company is providing facility to the members to exercise votes on the items of special business given in the Notice through electronic voting system only (remote e-voting) instead of submitting the postal ballot form physically. The Company has engaged the services of National Securities Depository Limited ('NSDL'), at <https://www.evoting.nsdl.com/> for providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is available on the website of the Company at [www.trivenigroup.com](http://www.trivenigroup.com)

Members desiring to exercise their vote through remote e-voting process are requested to carefully read the instructions mentioned in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on March 29, 2025. The remote e-voting facility will be disabled immediately thereafter and will not be allowed beyond the said date and time.

The Company has appointed Ms Leena Jain, Practising Company Secretary (CP No. 4946/ M.No 10296), as Scrutinizer for conducting the postal ballot process through remote e-voting in accordance with the law and in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman and Managing Director/Vice Chairman and Managing Director, or in their absence to the Company Secretary after completion of the scrutiny of the votes cast through remote e-voting, who will countersign the same. The results of the Postal Ballot would be announced on or before March 30, 2025.

The results declared along with the Scrutinizer Report will be displayed at the Registered Office and Corporate Office of the Company and communicated to the Stock Exchanges where the equity shares of the Company are listed i.e. the National

Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), in accordance with the provisions of the Act. The result will also be displayed at the Company's website i.e. [www.trivenigroup.com](http://www.trivenigroup.com) and on the website of NSDL at <https://evoting.nsdl.com/>

The Special Resolution, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e. March 29, 2025. The Scrutinizer's decision on the validity of e-voting shall be final.

### Special Business

#### 1. Re-appointment of Mr. Dhruv M. Sawhney (DIN: 00102999) as Managing Director (designated as Chairman & Managing Director)

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (hereinafter collectively referred to the ("Act"), Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions (including any statutory modifications, amendments or re-enactments thereto for the time being in force), the relevant provisions of the Articles of Association of the Company, and subject to such approvals as may be required, consent and approval of the Company be and is hereby accorded to the re-appointment of Mr. Dhruv M. Sawhney (DIN: 00102999) as Managing Director of the Company (designated as Chairman & Managing Director) for a period of 5 (five) years, on the expiry of his present term of office i.e. with effect from March 31, 2025, on the remuneration and terms and conditions as set out in the Explanatory Statement annexed to this Notice and whose period of office shall not be liable to determination by retirement of directors by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (on the recommendations of the Nomination & Remuneration Committee ("NRC") be and are hereby authorized to revise, amend, alter and vary the terms and conditions of re- appointment and remuneration of Mr. Dhruv M. Sawhney, Managing Director in such manner as may be permissible in accordance with the provisions of the Act read with Schedule V and other applicable laws/regulations, if any or any modification or enactment thereto, and as may be agreed to by and between the Board of Directors and Mr. Dhruv M. Sawhney, without any further reference to the shareholders in general meeting, provided that the aggregate remuneration shall not exceed the overall ceiling specified in the explanatory statement.

**RESOLVED FURTHER THAT** notwithstanding anything contained hereinabove, where in any financial year during the term of office of Mr. Dhruv M Sawhney as Managing Director, the Company has no profits or its profits are inadequate, he shall be paid the remuneration in accordance with and up to the limits specified in Table (A) Section II of Part II of Schedule V to the Act, including any statutory amendment or modifications thereof, from time to time which shall be subject to applicable compliances thereunder.

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

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

By order of the Board

Place : Noida  
Date : February 4, 2025

Sd/-  
Geeta Bhalla  
Group Vice President & Company Secretary  
M. No. A9475

#### NOTES:

1. The Explanatory Statement, pursuant to Section 102 read with Section 110 of the Companies Act, 2013 ("Act") in respect of proposed special resolution to be passed through postal ballot, along with details in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), and Secretarial Standard on General Meetings in respect of Director seeking re-appointment, are annexed hereto and forms part of this notice.

2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/RTA and to all members whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, February 21, 2025** as received from the Depositories. The Ministry of Corporate Affairs vide the MCA Circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.
3. The Notice is also available on the website of the Company at [www.trivenigroup.com](http://www.trivenigroup.com), on the website of stock exchanges i.e. National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively and on the website of the NSDL i.e. <https://www.evoting.nsdl.com/>.
4. Voting Rights of shareholders shall be in proportion to their Equity Share of the paid-up equity share capital of the Company as on **Friday, February 21, 2025, i.e., "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. Members receiving the Notice of Postal Ballot whose names do not appear in the Register of Members/ Statement of Beneficial Ownership as mentioned above, should treat this notice for information purposes only.
5. **The remote e-voting period commences from 9:00 a.m. (IST) on February 28, 2025 and ends at 5:00 p.m. (IST) on March 29, 2025.** The e-voting module will be disabled / blocked thereafter for voting by the Members. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
6. The Company has appointed Mrs. Leena Jain, Practising Company Secretaries (CP No. 4946/ M.No. 10296) as Scrutinizer for conducting the postal ballot process through remote e-voting in accordance with the law and in a fair and transparent manner. The Scrutinizer shall, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any. The Scrutinizer will submit the report to the Chairman and Managing Director/Vice Chairman and Managing Director of the Company, or in their absence, to the Company Secretary, after completion of scrutiny of postal ballot process. The results of the postal ballot will be announced on or before March 30, 2025 and will be displayed on the website of the Company (i.e. [www.trivenigroup.com](http://www.trivenigroup.com)), NSDL(i.e. <https://www.evoting.nsdl.com/>) and intimated to the NSE and BSE.
7. All the material documents referred to in the Explanatory Statement are available for inspection by the members of the Company at the registered office / corporate office during normal business hours on all working days until the last working day specified for casting votes through remote e-voting. Members seeking to inspect such documents can send an email to [shares.@trivenigroup.com](mailto:shares.@trivenigroup.com).
8. SEBI has also vide its Master Circular No. SEBI/HO/MIRSD/POD1/P/CIR/2024/37 dated May 7, 2024 made it mandatory for holders of physical securities in listed companies to furnish PAN, Choice of Nomination, Contact details (Postal Address with PIN and Mobile Number), Bank A/c details and Specimen signature for their corresponding folio numbers. The security holder(s) whose folio(s) do not have these details shall be eligible to lodge grievance or avail any service request from the RTA/Company and any payment of dividend, in respect of such folios, only through electronic mode on or after April 01, 2024, upon furnishing all the aforesaid details in entirety. The members holding shares in physical mode are therefore urged to furnish PAN, KYC and Choice of Nomination by submitting the prescribed ISR Form(s) duly filled up and signed by all the registered holders along with supporting documents to Company's RTA, by any one of the following modes:
  - a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
  - b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited <b>Unit: Triveni Engineering &amp; Industries Ltd.</b>
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link:

<https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

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

**9. Voting through electronic means:**

In terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ('the Rules') read with MCA Circulars, and Regulation 44 of the Listing Regulations, the Company is providing facility to exercise votes on the special business contained in this Notice through electronic voting system only, to members holding shares as on Friday, February 21, 2025 being the Cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the E-voting platform provided by NSDL.

As per SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 inter-alia 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 / Depository Participants (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.





**10. Instructions for members for remote e-voting:**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDEAS</b>' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDEAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

	<p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**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
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with <b>CDSL</b></p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911</p>

**(B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs.leenajain@gmail.com](mailto:cs.leenajain@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [shares@trivenigroup.com](mailto:shares@trivenigroup.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [shares@trivenigroup.com](mailto:shares@trivenigroup.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

The members of the Company had, vide special resolution passed at 84<sup>th</sup> Annual General Meeting held on September 28, 2020, approved the re-appointment and remuneration of Mr. Dhruv M. Sawhney as Managing Director of the Company [designated as Chairman & Managing Director ('CMD')] for a period of five years with effect from March 31, 2020 and his tenure will expire by efflux of time on March 30, 2025.

Mr. Dhruv M. Sawhney, Chairman and one of the promoters has been associated with the Company as Managing Director since March 31, 2000 and with his ambitious and entrepreneurial vision coupled with great vigour and hard work, the Company has achieved numerous milestones. Under his leadership and guidance a comprehensive assessment of Company's operations and identification of key areas for improvements was carried out. He introduced innovative management practices and restructured the business to enhance productivity. His efforts bore fruits and the Company gained its footing in a competitive market. Recognizing the potential for synergies between the two businesses (Sugar and Engineering), he made a strategic decision for restructuring of the businesses into two separate entities viz Triveni Engineering and Industries Ltd. and Triveni Turbine Ltd. both listed on NSE and BSE. The restructuring of the businesses not only diversified the Company's offerings, positioning it as a formidable player in multiple sectors but also unlocked shareholders value.

Under his leadership, in the last ten years the Company evolved into a multifaceted organization, producing sugar, ethanol, liquor and power transmission solutions. The Company successfully navigated various market dynamics, adopting to changes in consumer demand and regulatory landscapes. As Chairperson, Mr. Sawhney has been actively involved in the Board processes and is demonstrably committed to the Board and the Company. He contributes effectively in the Board meetings and demonstrates highest level of integrity. Mr Sawhney, is open to the suggestions and advise of other Board Members, displays efficient leadership and professionalism. He has attended all the Board and Committee Meetings of which he is a member during the last three years (including this year, till the date of this meeting).

Keeping in view his vast experience, knowledge of the Company's businesses and the industry, leadership capabilities, entrepreneurship skills, good health condition and his role in the performance and growth of the Company over the years, and also to ensure an orderly and seamless succession planning, it is considered prudent in the interest of the Company that he continues to lead the Company to provide vision and support furtherance of businesses and also mentor the senior management team. The Board of Directors at their meeting held on February 4, 2025 have, on the recommendation of the Nomination & Remuneration Committee ("NRC"), and subject to necessary approvals as may required, unanimously approved re-appointment of Mr Dhruv M. Sawhney as Managing Director of the Company (designated as Chairman & Managing Director) for a further period of five years with effect from March 31, 2025 on the remuneration and terms and conditions set out below:-

I. **Tenure of re-appointment** – Five years with effect from 31st March, 2025

II. **Remuneration**

1) **Basic Salary**- Rs 30 lakhs per month subject to an overall limit of Rs. 45 lakh per month. He will be entitled to an annual increment effective April 01 of each year as may be decided by the NRC and Board.

2) **Allowances and Perquisites:**

(i) **Housing:**

- a) Leased residential accommodation having rent up to 40% of the Basic Salary or House Rent Allowance in lieu thereof.
- b) Actual expenses pertaining to maintenance of accommodation, gas, electricity, water and other utilities will be borne/reimbursed by the Company subject to maximum of 10% of the Basic Salary.
- c) The Company shall provide security infrastructure and guards at his residence as may be required.

(ii) **Medical Reimbursement:** Reimbursement of actual medical expenses incurred in India and abroad for self and spouse subject to a maximum of one month's basic salary in a year.

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

(iv) **Insurance Coverage:** Medical /health insurance, personal accident insurance in India and abroad for self and family.



- (v) Company's contribution to the Provident Fund and payment of Gratuity shall be as per Rules of the Company. These will not be included in computation of overall ceiling on remuneration.
- (vi) **Leave:** As per rules of the Company.
- (vii) **Club Memberships:** Subscription or reimbursement of membership fees for two clubs, including admission and life membership fees.
- (viii) **Conveyance facilities:** Provision of one car with chauffeur.

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

- 3) **Annual Performance Bonus** - As may be decided by the Board on the recommendations of the NRC from year to year which shall not exceed 1.5% of the profit of the Company, based on the performance of the Company and his efforts and guidance for value creation, strategic planning and execution, improving risk profile of the Company, identifying growth and diversification opportunities.
- III **Cap on total remuneration** - The total remuneration including Salary, Perquisites and Allowances and Performance Bonus shall not exceed the maximum limit of Rs.10 crore (Rupees ten crore only) per annum (excluding retiral benefits) to Mr. Sawhney in any financial year during the current term of five years, which shall be in accordance with the applicable provisions of Section 197 and/or Schedule-V of the Act read with Regulation 17(6)(e) of the Listing Regulations (as amended from time to time).

Mr. Sawhney is also a CMD of Triveni Turbine Limited ('TTL') and he has been drawing remuneration from TTL. The aggregate remuneration paid/payable to Mr Sawhney from both the companies shall however be subject to maximum limits permissible as per the provisions of the Act, as amended from time to time.

Notwithstanding anything contained hereinabove, where in any financial year during the tenure of Mr. Dhruv M Sawhney as the Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Dhruv M. Sawhney in respect of such financial year, the minimum remuneration in accordance with and up to the limits specified in Table (A) Section II of Part II of Schedule V to the Act, including any statutory amendment or modifications thereof, from time to time which shall be subject to applicable compliances thereunder.

#### IV. **General terms and conditions:**

- (i) Mr. Dhruv M. Sawhney will not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.
- (ii) He shall be entitled to reimbursement of expenses and office space at a convenient place, if required by him for performance of official duties along with the required office infrastructure and facilities, which shall not be considered as perquisites.
- (iii) He shall not be reckoned as director for the purpose of determining the retirement of directors by rotation or in fixing the number of directors liable to retire by rotation. But he shall immediately cease to be Managing Director if he ceases to hold the office of director for any reason.
- (iv) He shall provide vision and support for furtherance of businesses, mentor the senior management team, oversee the strategic business planning, risk management, succession planning etc. Mr Sawhney shall have the power to appoint engage /dismiss employees and to enter into contracts on behalf of the Company in the ordinary course of business and shall manage the business of the company with full power to do all acts and things as may be deemed necessary proper or expedient for carrying on the business of the Company.
- (v) He may with the approval of the Board/Committee delegate any of his power to such directors, secretary or other persons as he may deem fit and shall have power to grant such delegate such power of attorney with a power to revoke the same.
- (vi) There will not be any notice period nor any severance fees.

Mr. Dhruv M. Sawhney satisfies all the conditions set out in the relevant provisions of the Act for being eligible for his re-appointment. The Company has received from Mr. Dhruv M. Sawhney (i) Consent in writing to act as Director and Managing Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act. Mr. Sawhney, being eligible, offers himself for re-appointment.

The relevant information (including brief profile) in respect of Mr. Sawhney pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings is provided as Annexure 1 to this Notice.

Mr. Sawhney has attained the age of 80 years and is one of the promoters of the Company. His re-appointment and payment of remuneration are subject to the approval of the shareholders by way of Special Resolution, as per the provisions of Sections 196 and 197 read with Schedule V of the Act. and Regulation 17(6)(e) of the Listing Regulations.

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

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

The Board has approved and recommended the passing of the Special Resolution as disclosed in the Notice.

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

By order of the Board

Place : Noida  
Date : February 4, 2025

Sd/-  
Geeta Bhalla  
Group Vice President & Company Secretary  
M. No. A9475

**(Annexure I)**

Details of Director(s) seeking reappointment pursuant to regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings.

Name of Director	<b>Mr. Dhruv M. Sawhney</b>
DIN	00102999
Date of Birth	26 <sup>th</sup> June 1944
Age	80 years
Nationality	Indian
Date of First Appointment on the Board	20 <sup>th</sup> September, 1992
Qualifications	Graduate with a Master's degree in Mechanical Sciences from Emmanuel College, University of Cambridge, U.K. and an M.B.A with distinction from the Wharton School, University of Pennsylvania. He was on the Dean's list for all terms, came second in the University, and is a life member of Beta Gama Sigma, a society for the top 1% graduate in the U.S.
Brief Resume, Experience and Expertise	<p>Mr. Dhruv M. Sawhney, an eminent industrialist and one of the promoters of the Company.</p> <p>Mr. Sawhney received the "Chevalier de la Legion d'Honneur" from the Late President Chirac of the French Republic, and was made an 'Honorary Lieutenant of the Royal Victorian Order' (LVO) by the Late HM Queen Elizabeth II. He chaired the Commonwealth Leadership Development Conferences founded by Late HRH. The Duke of Edinburgh to foster and broaden the decision-making ability of future leaders.</p> <p>Mr. Sawhney was President of the Confederation of Indian Industry (CII) in 1991/92 when India started its economic liberalization program, and was Co-Chair of the IndoFrench CEO's Forum set up by the President of France and the Prime Minister of India for 10 years. He was nominated by the Government of India as the founder Chairman of the Indian Institute of Management Kashipur for 9 years and is a past Chairman of the Doon School, one of India's premier high schools. Mr. Sawhney was President of the All India Chess Federation for 12 years and is Chevalier of the Confrerie des Chevaliers du Tastevin in Burgundy.</p> <p>Mr. Sawhney is Chairman and Managing Director of Triveni Turbine Ltd. and Triveni Engineering and Industries Ltd., which have a market capitalization of US\$ 1.8 billion and US\$ 0.8 billion respectively. Triveni Turbine is a second largest global manufacturer of industrial steam turbines under 100 MW with a market share of over 25%. Triveni Engineering is one of the largest producers of sugar and ethanol with a production of 1 million tonnes of sugar annually and a distillation capacity of 860KL per day. It deals with over 4,00,000 farmers at its eight sugar units and is among the leading producers of high-speed Gears and Power Transmission solutions.</p> <p>Mr. Sawhney chairs the Board of Trustees of North India's oldest private charitable hospital (named after his great-grandfather and inaugurated by the first President of India). It is funded by the Triveni Group and the Sawhney family and provides free and subsidized secondary care to the weaker sections of society. This 200-bed hospital also runs a free training school for nurses.</p> <p>His areas of expertise includes general management, leadership, strategic planning, risk management, corporate governance and finance.</p>
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Please refer Explanatory Statement
Remuneration last drawn by such person, if applicable	During his tenure, Mr. Sawhney opted to forego his remuneration from the Company until November 30, 2024. However, following his cessation of employment with the stepdown foreign subsidiary of Triveni Turbine Ltd. he started drawing remuneration from the Company of not exceeding Rs. 4 crore upto March 30, 2025, without retiral benefits, in accordance with the special resolution dated 28 <sup>th</sup> Sep, 2020.

Directorship held in other companies (excluding foreign companies)	<u>Chairman &amp; Managing Director</u> Triveni Turbine Limited - Listed <u>Director</u> Triveni Energy Solutions Limited Triveni Foundation (a section 8 company)
Memberships/ Chairmanships of Committees in other public companies	<u>Triveni Turbine Limited</u> - Listed Risk Management Committee-Chairman Nomination & Remuneration Committee-Member
Number of Board Meetings attended during the year	During the financial year 2023-24 – 5 out of 5 During the financial year 2024-25 till the date of the Notice – 7 out of 7
Name of the listed companies from which resigned in the past three years	None
Shareholding in the Company	1,82,58,411 equity shares of Re.1/- each representing 8.34% of share capital of the Company
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Mr. Dhruv M. Sawhney is father of Mr. Tarun Sawhney, Vice Chairman and Managing Director and Mr. Nikhil Sawhney, Director of the Company.