Triveni
ENGINEERING & INDUSTRIES LTD.

NOTICE

NOTICE is hereby given that the 90th Annual General Meeting of Members of Triveni Engineering & Industries Limited will be held on **Monday, the 7th day of September, 2026 at 11:00 a.m. (IST)** through Video Conferencing ('VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. **Adoption of Financial Statements along with Reports of Board of Directors and Auditors thereon for the financial year ended March 31, 2026**

   To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2026 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, 2026 together with the Reports of the Board of Directors' and Auditors' thereon, as circulated to all the members of the Company and submitted to this meeting, be and are hereby approved and adopted.

2. **Declaration of Final Dividend (including confirmation of Interim Dividend) for the financial year ended March 31, 2026**

   To confirm the payment of interim dividend of Rs.1.50 per equity share and to declare a final dividend of Rs.1.25 per equity share for the financial year ended March 31, 2026 and pass the following resolution as an **Ordinary Resolution**:

   RESOLVED THAT the interim dividend of Rs.1.50 per equity share, already paid on 21,88,97,968 fully paid equity shares of Re.1/- each of the Company for the financial year ended March 31, 2026 as per resolution passed by the Board of Directors of the Company at their meeting held on January 30, 2026 be and is hereby approved and confirmed.

   RESOLVED FURTHER THAT the final dividend of Rs.1.25 per equity share on 22,03,63,016 fully paid equity shares of Re.1/- each of the Company, for the financial year ended March 31, 2026 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. Tarun Sawhney (DIN: 00382878) as a Director liable to retire by rotation**

   To re-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 pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Tarun Sawhney (DIN:00382878), who retires by rotation at this meeting and being eligible, offers himself for re-appointment as a Director, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

SPECIAL BUSINESS:

4. **Ratification of remuneration payable to the Cost Auditors for FY 2026-27**

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

   RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), remuneration up to an amount not exceeding Rs.8.12 lakh (Rupees Eight lakh twelve thousand only) plus applicable taxes and reimbursement of out of pocket expenses payable to Mr Rishi Mohan Bansal, Cost Accountant (Firm Registration Number: 102056) appointed as Cost Auditor by the Board of Directors of the Company, to conduct the audit of the cost records of the Company's sugar businesses (including cogeneration and distillery) for the financial year 2026-27 ending March 31, 2027, be and is hereby ratified and approved.

   RESOLVED FURTHER THAT the Board of Directors (including Committee thereof) 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.

5. **Payment of commission to the Non-Executive Directors (including Independent Director) for a period of five years commencing from FY 2026-27**

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 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Articles of Association of the Company, and such other approvals as may be required, consent of the members of the Company be and is hereby accorded for the payment of remuneration by way of commission to all or any of the Directors of the Company (other than the Managing Directors and the Whole-time Directors) for a period of five years commencing from the financial year 2026-27 till the financial year 2030-31, in such proportion and manner and up to such extent as the Board or any Committee thereof may determine for each financial year.

RESOLVED FURTHER THAT the total amount of commission payable to all such directors in each financial year shall not exceed 1% (One percent) of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act; and in the event of inadequacy or absence of profits, such commission be paid in accordance with the limits prescribed under Schedule V of the Act.

RESOLVED FURTHER THAT the Board of Directors (including Committee thereof) of the Company be and are hereby authorized to take all such steps and do all such acts, deeds, things and matters as may be considered necessary, desirable or expedient for the purpose of giving effect to the above resolution.

6. **Revision in remuneration payable to Mr. Tarun Sawhney (DIN:00382878), Vice Chairman & Managing Director of the Company with effect from August 1, 2026 for the remainder of his current tenure ending on September 30, 2028:**

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 ('Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) and other applicable provisions of the SEBI (LODR) Regulations, 2015 as amended ("Listing Regulations") (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 such other approvals as may be required, consent and approval of the members of the Company be and is hereby accorded to the revision in remuneration payable to Mr. Tarun Sawhney (DIN:00382878), Vice Chairman & Managing Director of the Company with effect from August 1, 2026 for the remainder of his current tenure ending on September 30, 2028, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (on the recommendations of the NRC) be and are hereby authorized to revise, amend, alter, modify and vary the terms and conditions of appointment including designation, remuneration/remuneration structure of Mr. Tarun Sawhney (designated as Vice Chairman and 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 statutory modification or enactment thereto and as may be agreed to by and between the Board and Mr. Tarun 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 current tenure of office of Mr. Tarun Sawhney as Managing Director, the Company has no profits or its profits are inadequate, he shall be paid the remuneration by way of salary, perquisites and other allowances, whether or not the same is over and above the limits specified in Table (A) Section II of Part II of Schedule V to the Act and Regulation 17(6)(e) of the Listing Regulations, including any statutory amendment or modifications thereof, from time to time, which shall be subject to applicable compliances thereunder.

RESOLVED FURTHER THAT the Board of Directors (including Committees thereof) of the Company 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 members of the Company.

7. **Appointment of Mr. Vivek Viswanathan (DIN: 00141053) as a Director**

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

RESOLVED THAT pursuant to provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Vivek

Viswanathan (DIN: 00141053), who was, on the recommendation of the Nomination and Remuneration Committee, appointed as an Additional Director in terms of Section 161 of the Act and the Articles of Association of the Company, by the Board of Directors of the Company, and who holds office up to the date of this Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice, in writing, from a member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (including Committees thereof) of the Company be and are hereby authorized to take all such steps and generally to do all such acts, deeds, things and matters as may be considered necessary, desirable or expedient for the purpose of giving effect to the above resolution.

8. **Appointment of Mr. Vivek Viswanathan (DIN: 00141053) as a Whole-time Director of the Company for a period of five years w.e.f. 1st August, 2026 and payment of remuneration to him**

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

RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company, and such other approvals as may be required, consent and approval of the members of the Company be and is hereby accorded to the appointment of Mr. Vivek Viswanathan (DIN: 00141053) as Whole time Director of the Company for a period of 5 (Five) years with effect from 1st August, 2026 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Viswanathan.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, where in any financial year during the term of office of Mr. Vivek Viswanathan as Whole-time Director, the Company has no profits or its profits are inadequate, the Company shall pay to him in respect of such financial year(s), in which such inadequacy or loss arises, or for a period of three years (whichever is lower), 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.

RESOLVED FURTHER THAT the Board of Directors (including Committees thereof) of the Company 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 members of the Company.

By Order of the Board

Geeta Bhalla
Group Vice President &
Company Secretary
M.No.9475

Place: Noida
Date : July 29, 2026

NOTES:

1. In accordance with General Circular No.3/2025 dated September 22, 2025 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 2026 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. 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.
3. 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.
4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The **Record Date** fixed for the purpose of determining entitlement of the members to the final dividend for the financial year

ended March 31, 2026 is **Monday, August 31, 2026,** and such final dividend, if declared at the AGM, will be paid within 30 days from the conclusion of the AGM to those members entitled thereto.

SEBI vide its various Circulars issued from time to time, mandated that with effect from 1st April, 2024, dividend to security holders (holding securities in physical form) shall be paid only through the electronic mode. Such payment shall be made only after updation of KYC details by the concerned members by furnishing the PAN, Contact Details, Bank Account Details and Specimen Signature. Members holding shares in physical form are requested to note that in the absence of valid KYC details, the Company shall withhold the dividend, if declared. The dividend so withheld shall be released through electronic mode upon successful updation of the requisite KYC details by the concerned members in accordance with the applicable SEBI Circulars.

6. Pursuant to the Income-tax Act, 1961, as amended, dividend income is taxable in the hands of the members and the Company is required to deduct tax at source (TDS) from such dividend at the prescribed rates. A communication providing information and detailed instructions with respect to tax on dividend ('**TDS Instructions on Dividend Distribution**') for the financial year ended March 31, 2026 is being sent to the members through email along with Notice of AGM and Annual Report for FY26 and the same is also available on the website of the Company www.trivenigroup.com.

7. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Company's Share Department or its RTA, KFin Technologies Limited ('KFintech') at shares@trivenigroup.com / einward.ris@kfintech.com. Members are requested to note that dividends which are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ('IEPF'). Shares on which dividend remains unclaimed for seven consecutive years shall also be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.

8. 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.

9. Investor Service Requests: SEBI, vide its circulars issued from time to time, has mandated that securities shall be issued only in dematerialised form while processing investor service requests relating to: (a) issue of duplicate securities certificates; (b) claim from the Unclaimed Suspense Account; (c) replacement/renewal/exchange of securities certificates; (d) endorsement; (e) sub-division/splitting of securities certificates; (f) consolidation of securities certificates/folios; (g) transmission; and (h) transposition. Further, SEBI has dispensed with the earlier requirement of issuing a physical 'Letter of Confirmation' ("LOC") in lieu of securities certificates. Accordingly, upon processing the aforesaid investor service requests, the securities are required to be directly credited to the investor's demat account in lieu of issuance of physical securities certificates. The prescribed Form ISR-4 for the aforesaid service requests is available on the Company's website at https://www.trivenigroup.com/shareholders-information?q=kyc-forms. Members are accordingly requested to submit their service requests by duly filling in and signing Form ISR-4 and submitting the same, along with the requisite documents/details specified therein, to the Company's Registrar and Transfer Agent ("RTA"), M/s. KFin Technologies Limited, at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032, for further processing.

10. Updation of PAN, KYC Details and Choice of Nomination: SEBI has mandated holders of securities in physical form to furnish/update their Permanent Account Number ("PAN"), postal address with PIN code, mobile number, e-mail address, bank account details and specimen signature in respect of their respective folio(s), as applicable. Holders of physical securities are also required to furnish their choice of nomination by submitting the prescribed nomination form or declaration for opting out of nomination, as applicable. In order to receive communications and dividend, if any, from the Company in a timely manner and to facilitate processing of investor service requests, members holding shares in physical form are requested to furnish/update their PAN, KYC details and choice of nomination by submitting the prescribed ISR Form(s), available on the Company's website at https://www.trivenigroup.com/shareholders-information?q=kyc-forms, duly filled in and signed by all the registered holders, along with the requisite supporting documents, to the Company's RTA through either 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 (Unit: Triveni Engineering & Industries Ltd.)
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/isrforms.aspx

Members are advised to ensure that the forms are duly completed and signed and that all requisite documents are enclosed to enable the RTA to process the request without delay. 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 updation of bank account details etc.

11. Special Window for re-lodgment of transfer requests and dematerialization of physical securities: Pursuant to SEBI Circular dated January 30, 2026, a special window is available from February 5, 2026 to February 4, 2027 for transfer and dematerialisation of physical securities sold/purchased prior to April 1, 2019, including earlier rejected, returned or not processed due to deficiencies in documents or otherwise. Eligible investors may submit the requisite documents within the aforesaid period, subject to the conditions prescribed by SEBI. Securities transferred under this facility shall be mandatorily credited in dematerialised form and shall remain under a one-year lock-in from the date of registration of transfer, during which period such securities shall not be transferred, lien-marked or pledged.

12. Online Dispute Resolution ("ODR") Mechanism: SEBI has introduced a common ODR mechanism, vide its circular dated July 31, 2023, as amended from time to time and consolidated under the Master Circular dated December 28, 2023, for resolution of disputes arising in the Indian securities market through online conciliation and/or arbitration. Investors may first approach the Company/concerned Market Participant for resolution of their grievance and may thereafter avail the SCORES mechanism and/or the ODR mechanism, as applicable, in accordance with the prescribed framework. The ODR Portal is accessible at https://smartodr.in/login. The detailed process is also available on the Company's website at https://www.trivenigroup.com/shareholders-information?q=online-dispute-resolution

13. The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested under Section 189 of the Act will remain available electronically for inspection during the AGM. All other material documents referred to in this Notice will also be available for inspection in an electronic mode by the members from the date of circulation of this Notice till the date of the AGM, for which purpose Members are required to send an e-mail to the Company Secretary at **shares@trivenigroup.com**.

Dispatch of Annual Report:

14. The MCA Circulars read with the Listing Regulations and other applicable circulars issued by SEBI from time to time, dispense with the requirement of sending the physical copies of the AGM Notice and Annual Report to the members. Accordingly, in conformity with the applicable regulatory requirements, the Notice of this AGM and the Annual Report for FY26 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company/RTA or with the Depositories. Members may note that the Notice of AGM and Annual Report FY26 will also be available on the Company's website www.trivenigroup.com, websites of the stock exchanges i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at www.bseindia.com and www.nseindia.com respectively and on the website of KFintech at https://evoting/kfintech.com.

    A letter providing the web link for accessing the Annual Report, will be sent to those members who have not registered their email address with the Company.

Procedure and Instructions for Remote E-Voting and E-voting (insta-poll) at the AGM and for joining the AGM through VC/OAVM

15. 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 Ms. Leena Jain, Practicing Company Secretaries (M.No.10296, CP No.4946), as a Scrutinizer to scrutinize the process of e-voting in a fair and transparent manner.

16. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **Monday, August 31, 2026** (**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 6urposes only.

17. The **remote e-voting period commences on Thursday, September 3, 2026 at 10:00 a.m. (IST) and ends on Sunday, September 6, 2026 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.

18. 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.

19. As per SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 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.

20. **Instructions for Shareholders for remote e-voting**: The process and manner for remote e-voting (incl. insta poll) 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	**1. User already registered for IDeAS facility:** 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" IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. **2. User not registered for IdeAS e-Services** I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IdeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1. **3. Alternatively by directly accessing the e-Voting website of NSDL** I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period. **4. Shareholders/Members can also download the NSDL mobile app 'NSDL SPEED-e' by scanning the QR code mentioned below for seamless voting experience** NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. **Existing user who have opted for Easi / Easiest** I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. **2. User not registered for Easi/Easiest** I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1

	3. Alternatively, by directly accessing the e-Voting website of CDSL I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e **KFintech** where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	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 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
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.com or call at : 1800 102 0990
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), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVEN" i.e., "Triveni Engineering & Industries Limited AGM" and click on "Submit".

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for the item mentioned in the Notice. In case you do not desire to cast your vote on the said 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.

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 on its behalf 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 cs.leenajain@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."

(III) Members whose e-mail address is not registered/updated with the Company / KFintech / Depository Participant(s), please follow the following steps to generate your login credentials:

a. Members holding shares in physical mode, who have not registered / updated their email address with the Company, are requested to register / update the same by sending an e-mail request along with duly signed Form ISR-1 and other relevant documents to KFintech at einward.ris@kfintech.com. Form ISR-1 is hosted on the website of the Company at www.trivenigroup.com and can also be downloaded from the following link and on the following link: https://ris.kfintech.com/clientservices/isc/default.aspx.

b. Members holding shares in dematerialized form are requested to submit/update their KYC details with their respective Depository Participant(s) with whom they are maintaining demat accounts. Any such changes effected by the Depository Participant(s) will automatically reflect in the RTA/Company's subsequent records.

c. After due verification, KFintech will forward your login credentials to your registered e-mail address.

d. Follow the instructions at (I) or (II) above to cast your vote.

(IV) Login method for all the shareholders for joining the AGM through VC/OAVM and e-voting (insta-poll) during the meeting

i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at https://emeetings.kfintech.com Members are requested to follow the procedure given below:

a) Launch internet browser (chrome/ firefox/safari) by typing the URL:https://emeetings.kfintech.com

b) Enter the login credentials (i.e., User ID and password for e-voting).

c) After logging in, click on "Video Conference" option

d) Then click on camera icon appearing against AGM event of Triveni Engineering & Industries Limited, to attend the Meeting.

Please note that the members who do not have the User ID and Password for e-voting or have forgotten their User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice.

ii. Facility for joining AGM though 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.

(V) 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 **Wednesday, September 2, 2026 (10:00 a.m. IST) to Thursday, September 3, 2026 (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 **Wednesday, September 2, 2026 (10:00 a.m. IST) to Thursday, September 3, 2026 (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, Vice President at evoting@kfintech.com or call KFintech's toll free No. 1800-309-4001 for any further clarifications.

21. The voting results along with the Scrutinizer's Report shall be placed on the website of the Company (www.trivenigroup.com) and on the website of KFintech (https://evoting.kfintech.com). The Company shall, simultaneously, forward the results to BSE and NSE, where the equity shares of the Company are listed within the stipulated time.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment of Mr. Rishi Mohan Bansal, Cost Accountant (Firm Registration Number: 102056) as Cost Auditor to conduct the audit of the cost records of the Company's sugar businesses (including cogeneration and distillery) for the financial year 2026-27 ending March 31, 2027, at a remuneration of Rs.8,12,000/- (Rupees Eight lakh twelve thousand only) plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2027, as mentioned above.

The Board recommends the Ordinary Resolution set out at Item No.4 of the accompanying Notice for approval of the members.

None of the Directors or KMPs of the Company or their respective relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

Item No.5

The members of the Company had, at the 81st Annual General Meeting held on September 17, 2021, approved payment of remuneration by way of commission to the Non-Executive Directors of the Company, including Independent Directors ("NEDs"), of an amount not exceeding one per cent (1%) of the net profits of the Company for each financial year, computed in the manner specified under the applicable provisions of the Companies Act, 2013 ("Act"), for a period of five years commencing from the financial year 2021-22 till the financial year 2025-26.

The role and responsibilities of the NEDs have evolved significantly in recent years, with increased expectations in the areas of corporate governance, strategic oversight, risk management, regulatory compliance, stakeholder engagement and sustainability. Besides attending meetings of the Board and its Committees, the NEDs devote considerable time towards providing strategic guidance, independent oversight and objective advice to the management. They bring to the Board diverse experience, domain expertise, industry knowledge and independent judgment, thereby contributing meaningfully to the Company's governance framework, long-term strategy, sustainable growth and value creation. In recognition of the enhanced responsibilities, increased oversight obligations and the significant time commitment expected of the NEDs, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), considers it appropriate to continue payment of remuneration by way of commission to the NEDs.

The aggregate commission payable to all the NEDs in any financial year shall not exceed one per cent (1%) of the net profits of the Company computed in accordance with Section 198 of the Act, and in the event of inadequacy or absence of profits, such commission be paid in accordance with the limits prescribed under Schedule V of the Act.

The quantum of commission payable to each NED shall be determined by the Board of Directors, based on the recommendation of the NRC, after considering, inter alia, the roles and responsibilities of the respective Directors, their participation and contribution at the meetings of the Board and its Committees, time devoted to the affairs of the Company and such other relevant factors as the Board may deem appropriate.

The payment of commission shall be in addition to the sitting fees payable to the NEDs for attending meetings of the Board and/or its Committees and reimbursement of expenses incurred for participation in such meetings, as may be applicable.

Accordingly, pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Act, read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members is sought to authorize payment of remuneration by way of commission to the NEDs, including Independent Directors, for a further period of five years commencing from the financial year 2026-27 till the financial year 2030-31.

The Board recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval of the members.

All the NEDs of the Company or their respective relatives including Mr. Dhruv M. Sawhney, Chairman & Managing Director and Mr. Tarun Sawhney, Vice Chairman & Managing Director, who are related to Mr. Nikhil Sawhney, Non-Executive Promoter Director, may be deemed to be concerned or interested in the proposed resolution to the extent of the commission that may be received by each of them. None of the Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

Item No.6

The members of the Company had, at the 87th Annual General Meeting ("AGM") held on September 8, 2023, approved the re-appointment of Mr. Tarun Sawhney (DIN: 00382878) as the Managing Director of the Company, designated as Vice Chairman & Managing Director ("VCMD"), for a period of five (5) years commencing from October 1, 2023 and ending on September 30, 2028, together with the remuneration payable to him.

Pursuant to the approval of the members, Mr. Tarun Sawhney is presently drawing remuneration comprising a salary of Rs. 21,42,000 per month in the salary scale of Rs. 18,00,000 to Rs. 35,00,000 per month, House Rent Allowance at 60% of the salary, together with such allowances, perquisites and retirement benefits as approved by the Members. He is also entitled to annual increments effective April 1 of each year and commission/performance bonus, as may be determined by the Board of Directors ("Board") on the recommendation of the Nomination and Remuneration Committee ("NRC") from year to year. During the financial year 2025-26, Mr. Tarun Sawhney drew an aggregate remuneration (including performance bonus) of Rs.12.42 crore.

Pursuant to the Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal and made effective in accordance with applicable laws ("Scheme"), Sir Shadi Lal Enterprises Limited merged with the Company with effect from the Appointed Date of April 1, 2025. Further, pursuant to the said Scheme, the Company's power transmission business has been demerged and transferred to Triveni Power Transmission Limited ("TPTL") with effect from the Appointed Date of April 1, 2026. To maintain strategic continuity during the transition and support the successful implementation of the business plans of TPTL, Mr. Tarun Sawhney has also been appointed Managing Director and Key Managerial Personnel of TPTL (designated as Vice Chairman & Managing Director) and draw remuneration from that company in accordance with the applicable provision, subject to the approval of the shareholders of TPTL.

In view of the additional responsibilities being discharged by Mr. Tarun Sawhney across both the Company and TPTL, and after taking into consideration the revised scope of his role, responsibilities and time commitment following the implementation of the Scheme, the Board has, on the recommendation of the NRC, at its meeting held on July 29, 2026, approved the revision in his remuneration with effect from August 1, 2026, for the remainder of his current tenure ending on September 30, 2028, as set out below, subject to approval of the shareholders by way of a special resolution:

I. Remuneration

1. Salary:

Rs.14,00,000/- (Rupees Fourteen lakh only) per month, with such annual increments as may be decided by the Board/Nomination & Remuneration Committee effective 1st April each year.

2. Allowances and Perquisites:

(i) Housing:

a) Leased residential accommodation having rent up to 60% of the Salary or House Rent Allowance at the rate of 60% of Salary as per the Rules of the Company.

b) Actual expenses pertaining to maintenance of accommodation, gas, electricity, water and other utilities will be borne/reimbursed by the Company.

c) The Company shall provide such furniture, furnishing, domestic help and security guards at his residence as may be required.

(ii) **Medical Reimbursement**: Reimbursement of actual medical expenses incurred in India and abroad for self and family. The total cost of travel to and fro and also for the stay in foreign country for the patient, an attendant and medical supervision, if required, shall be borne by the Company.

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

(iv) **Insurance Coverage**: As per Rules of the Company and include medical /health insurance for self and family, personal accident insurance etc. in India and abroad.

(v) Company's contribution to the Provident and Superannuation Fund and payment of Gratuity shall be as per Rules of the Company.

(vi) **Leave**: Leave with full pay and allowances or encashment thereof as per Rules of the Company. Leave accumulated, but not availed during the tenure shall be encashed at the end of the tenure as per Rules of the Company.

(vii) **Club Memberships**: Subscription or reimbursement of membership fees for two clubs in India and/or abroad, including admission and life membership fees.

(viii) **Conveyance facilities**: Provision of two cars with chauffeur.

Explanation:

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

3. Commission/Performance Bonus: As may be decided by the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, from year to year, based on the performance of the Company and his efforts and guidance for value creation, identifying growth and diversification opportunities.

4. **Amenities:**

i) Communication facilities: The Company shall provide appropriate telephones, including cellular phones, telefax, internet and other communication facilities at the Managing Director's residence, for discharging his functions effectively.

ii) The Company shall provide office space to the Managing Director either at place of his residence or any other convenient place for discharging his official duties along with the required office staff, infrastructure and facilities.

iii) The Managing Director shall be entitled to the reimbursement of expenses actually incurred on official traveling and boarding &lodging or daily allowance as per rules of the Company for self and also for spouse, if considered expedient to accompany him in the Company's interests, during domestic or overseas business trips and reimbursement of entertainment expenses incurred in the course of business of the Company.

Explanation:

The amenities shall not be included for the purposes of computation of the Managing Director's remuneration as aforesaid.

II. Overall Remuneration

The total remuneration including salary, allowances and perquisites, performance bonus payable to Mr. Tarun Sawhney shall not exceed the maximum limit of Rs.15 crore (Rupees Fifteen crore only) per annum (excluding retiral benefits) in any financial year during the remaining period of his current tenure and 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. Tarun Sawhney is also the Managing Director of Triveni Power Transmission Ltd. ("TPTL") and shall draw remuneration from that Company too. The aggregate remuneration payable to him from both the companies shall however be subject to the maximum limits permissible under Section 197 and/or Schedule-V of the Act as amended from time to time.

III. Minimum Remuneration

Notwithstanding anything contained hereinabove, where in any financial year during the remaining period of current tenure of Mr. Tarun Sawhney as Managing Director, the Company has no profits or its profits are inadequate, he shall be paid the remuneration by way of salary, perquisites and other allowances, whether or not the same is over and above the limits specified in Table (A) Section II of Part II of Schedule V to the Act and Regulation 17(6)(e) of the Listing Regulations, including any statutory amendment or modifications thereof, from time to time.

Mr. Tarun Sawhney will not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

The Board is of the view that the proposed revised remuneration is appropriately align with the role, responsibilities and leadership expected of Mr. Tarun Sawhney in both the Company and TPTL, and is consistent with the Company's Remuneration Policy, and is in the best interests of the Company and its shareholders. The proposed revision also represents a prudent, transparent and governance-oriented approach in the changed organisational structure following the implementation of the Scheme.

In terms of the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto, and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, payment of the revised remuneration to Mr. Tarun Sawhney requires the approval of the members by way of a Special Resolution. Accordingly, the approval of the members is sought by way of the Special Resolution set out at Item No. 6 of the accompanying Notice.

The above may be treated as a written memorandum setting out the terms and conditions, including remuneration of Mr. Tarun Sawhney under Section 190 of the Act.

The Board recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval of the members.

Except Mr. Tarun Sawhney, Vice Chairman & Managing Director, Mr. Dhruv M. Sawhney, Chairman and Managing Director, and Mr. Nikhil Sawhney, Director, who are related to each other, none of the Directors or Key Managerial Personnel of the Company or their respective relatives is, concerned or interested, financially or otherwise, in the proposed Special Resolution, except to the extent of their respective shareholding, if any, in the Company.

Items No. 7 & 8

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on July 29, 2026, approved the appointment of Mr. Vivek Viswanathan (DIN: 00141053) as an Additional Director in the capacity of Whole-time Director and Key Managerial Personnel of the Company for a term of five (5) years with effect from August 1, 2026, on the terms and conditions, including remuneration, set out below, subject to the approval of the Members:

I. Remuneration

1. **Salary**: Rs.4,50,000/- (Rupees Four lakh fifty thousand only) per month, with such annual increments as may be decided by the Board/Nomination & Remuneration Committee effective 1st April each year.

2. **Allowances and Perquisites** including HRA at the rate of 60% of Salary, LTA, insurance coverage (including medical insurance) and contribution to the provident fund and payment of gratuity shall be as per rules of the Company. In addition he will be entitled to leave, a car with chauffeur as per the rules of the Company. The perquisites shall be evaluated as per Income-tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at actual cost.

3. **Commission/Performance Bonus**: As may be decided by the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, from year to year which shall not exceed Rs.25 lakh per annum, based on the performance of the Company and his efforts and guidance for identifying growth and diversification opportunities.

4. **Amenities**: The Company shall provide/reimburse actual expenses for official travel, boarding and lodging, telephone, mobile, internet and other communication facilities against bills as per Rules of the Company, for discharging his functions effectively.

Explanation:

The amenities shall not be included for the purposes of computation of the Whole Time Director's remuneration as aforesaid.

II. Overall Remuneration

The total remuneration including salary, allowances and perquisites, performance bonus payable to Mr. Vivek Viswanathan shall be subject to the applicable overall maximum ceiling set out in Section 197 read with Schedule V of the Act, including any statutory amendment or modifications thereof, from time to time.

III. Minimum Remuneration- Notwithstanding anything contained hereinabove, where in any financial year during the term of office of Mr. Vivek Viswanathan as Whole-time Director, the Company has no profits or its profits are inadequate, the Company shall pay to him in respect of such financial year(s), in which such inadequacy or loss arises, or for a period of three years (whichever is lower), 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. Vivek Viswanathan will not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

(ii) Mr. Vivek Viswanathan shall be liable to retire by rotation and shall be reckoned as a director for the purpose of determining the retirement of directors by rotation or in fixing the number of directors to retire, but he shall immediately cease to be Whole-time Director if he ceases to hold the office of director for any reason.

(iii) Mr. Vivek Viswanathan shall be responsible for overseeing operations across all plants of the sugar business group and such other additional activities and provide vision and guidance for furtherance of business, subject to the supervision, control and directions of the Board of the Company, and perform such duties as may be entrusted to him by the Board and/or its Committees, Chairman & Managing Director and vice Chairman & Managing Director of the Company from time to time.

(iv) The office of the Whole-time Director may be terminated by the Company or the concerned Director by giving the other 3(three) months prior notice, in writing. The employment of the whole-time director may be terminated by the Company without notice or payment in lieu of notice (i) if the director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the company or any subsidiary or associate company to which he is required to render services, (ii) in the event of any serious repeated or continuing breach of non-observation by the Director of any of the stipulations contained in terms of employment with the Company, (iii) in the event the Board expresses its loss of confidence in the director.

Upon termination by whatever means of the whole-time director's employment, the Director shall immediately tender his resignation from the office as director of the Company and from such other offices held by him the Company or any subsidiary or associate company and other entities without claim for compensation for loss of office. The Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of its subsidiary or associate company.

Pursuant to Section 161(1) of the Companies Act, 2013 ("Act"), Mr. Viswanathan shall hold office as an Additional Director up to the date of this Annual General Meeting ("AGM"). Further, pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of the Members for his appointment is required to be obtained at the AGM or within three months from the date of his appointment, whichever is earlier.

The Company has received the requisite notice under Section 160 of the Act proposing the candidature of Mr. Viswanathan for appointment as a Director, along with his consent to act as a Director and the requisite declarations and confirmations, including that he is not disqualified under Section 164 of the Act, satisfies the conditions prescribed under Section 196(3) read with Part I of Schedule V to the Act, and has not been debarred from holding office as a director by SEBI or any other authority. Mr. Viswanathan is eligible for appointment and has offered himself for the same.

In view of the enhanced scale and complexity of the Company's operations following the amalgamation of Sir Shadi Lal Enterprises Limited ("SSEL") with the Company pursuant to the Scheme of Arrangement approved by the Hon'ble National Company Law Tribunal ("Scheme"), and the appointment of Mr. Tarun Sawhney, Vice Chairman & Managing Director of the Company, as Managing Director of an associate company namely, Triveni Power Transmission Limited, the Board considered it appropriate to strengthen the Company's executive leadership by inducting an experienced industry professional to support the integration and management of the expanded sugar business.

Mr. Viswanathan served as the Joint Managing Director of SSEL upto June 20, 2024. Subsequently, he also served on the Board of SSEL as a Non-Executive Director until its merger with the Company upon effectiveness of the Scheme of Arrangement on May 19, 2026. He possesses extensive experience in the sugar and distillery industry, including significant operational and managerial expertise. The Board is of the view that his experience and industry knowledge will be valuable to the Company's continued growth and effective management of its sugar and distillery operations. The proposed remuneration is commensurate with his experience and responsibilities and is in line with industry peers.

The brief profile and other disclosures relating to Mr. Viswanathan, as required under the Act, the Secretarial Standard on General Meetings and the Listing Regulations, are set out in Annexure-A to this Notice.

In terms of the provisions of Sections 196, 197, 198 and other applicable provisions of the Act read with Schedule V thereto and the applicable provisions of the Listing Regulations, the appointment and payment of remuneration to Mr. Viswanathan requires the approval of the members by way of Ordinary Resolutions. Accordingly, the approval of the members is sought by way of Ordinary Resolutions set out at Items No. 7 & 8 of the accompanying Notice.

The above may be treated as a written memorandum setting out the terms and conditions of appointment of Mr Vivek Viswanathan under Section 190 of the Act.

The Board recommends the Ordinary Resolutions set out at Items No. 7 & 8 of the accompanying Notice for approval of the members.

Except Mr. Vivek Viswanathan, the appointee, none of the Directors, Key Managerial Personnel or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolutions, except to the extent of their shareholding, if any, in the Company.

By Order of the Board

Geeta Bhalla
Group Vice President &
Company Secretary
M.No.9475

Place: Noida
Date : July 29, 2026

<u>Annexure-A</u>

Details of Directors seeking re-appointment at the 90th AGM pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings

Name of the Director	**Mr. Tarun Sawhney**	**Mr. Vivek Viswanathan**
DIN	00382878	00141053
Date of Birth & Age	September 25, 1973 (About 52 years)	November 07, 1970 (About 55 years)
Nationality	Indian	Indian
Date of appointment on the Board	November 19, 2008	August 1, 2026
Qualifications	Bachelors' and Masters' degrees in Arts from Emmanuel College, University of Cambridge, U.K. and Masters' degree in Business Administration from The Wharton School, University of Pennsylvania, U.S.A.	B.A. (Hons.) in History from St. Stephen's College, University of Delhi, an MBA from the International Management Institute (IMI), New Delhi, and a Master's in International Finance and Business from Columbia University, New York.
Brief Profile, Experience and Expertise	Mr. Tarun Sawhney is an industrialist and one of the promoters of the Company, with over two and a half decades of experience in various sectors including sugar and ethanol production, bioenergy. His expertise includes general management, leadership, corporate governance and investor relations. Mr. Tarun Sawhney has played a pivotal role in the sugar and bioenergy industries, having served as the President of the Indian Sugar Mills Association (ISMA) and Chairman of the Indian Sugar Exim Corporation Limited. He currently holds key positions in the Confederation of Indian Industry (CII), serving as a member of the National Council, and the Chairman of the National Committee on Bioenergy. Additionally, he is a member of the advisory board of the Indian Council of Agricultural Research (ICAR) and serves as a member of the general committee of International Society of Sugar Cane Technologists (ISSCT) and board member of the Indian Chamber of Food and Agriculture (ICFA). He has been the recipient of the prestigious Industry Excellence Award conferred by the former Hon'ble President of India, Smt. Pratibha Rao Patil. He was also intronised as a Chevalier du Tastevin in 2023.	Mr. Vivek Viswanathan is an accomplished operations and strategy leader with over two decades of experience in the sugar and distillery industry. His expertise spans plant operations, business transformation, operational turnarounds, cost optimization, supply chain management, and regulatory compliance. Mr. Viswanathan has held leadership role with end-to-end responsibility for operations across sugar and distillery businesses. As Joint Managing Director of erstwhile Sir Shadi Lal Enterprises Limited, he played a key role in overseeing operations and execution of strategic initiatives. Earlier, he held senior positions at VST Industries, part of British American Tobacco, and Coca-Cola India, where he gained extensive experience across sales, marketing, key account management, and corporate strategy. This diverse commercial and strategic experience has shaped his data-driven, consumer-centric approach to operational excellence, business performance, and value creation.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Please refer to Item # 5 of Explanatory Statement.	Please refer to Items # 7 & 8 of Explanatory Statement.
Remuneration last drawn by such person, if applicable		Sitting fee as Non Executive Director of SSEL
Directorship held in other companies (excluding foreign companies).	<u>Vice Chairman & Managing Director</u> Triveni Power Transmission Ltd. <u>Director</u> Triveni Turbine Ltd. Triveni Foundation (Sec. 8 Company) Triveni Energy Solutions Ltd. Jagran Prakashan Ltd. Centum Electronics Ltd. Indian Sugar Exim Corporation Ltd.	Nil
Memberships/ Chairmanships of Committees in other public companies	**Triveni Power Transmission Ltd.** Audit Committee - Member Stakeholders' Relationship Committee - Member Risk Management Committee - Member CSR Committee - Member **Triveni Turbine Ltd.** Stakeholders' Relationship Committee - Member CSR Committee - Member **Jagran Prakashan Ltd.** Audit Committee - Member Nomination & Remuneration Committee - Member **Centum Electronics Ltd.** Audit Committee - Chairman Nomination & Remuneration Committee - Member	Nil

Number of Board Meetings attended during FY26	5/5	Not applicable
Name of the listed companies from which resigned in the past three years	None. However, upon the Scheme of Arrangement becoming effective on May 19, 2026, and the consequent amalgamation of Sir Shadi Lal Enterprises Ltd. (SSEL) with the Company, Mr. Tarun Sawhney ceased to hold the office of Managing Director of SSEL.	None. However, upon the Scheme of Arrangement becoming effective on May 19, 2026, and the consequent amalgamation of Sir Shadi Lal Enterprises Ltd. (SSEL) with the Company, Mr. Viswanathan ceased to hold the office of Director of SSEL.
Shareholding in the Company	1,24,94,259 Equity Shares of Re.1/- each	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Mr Tarun Sawhney is the son of Mr Dhruv M. Sawhney, Chairman & Managing Director and brother of Mr Nikhil Sawhney, Non-Executive Director of the Company.	None