

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of Members of Triveni Turbine Limited will be held on Wednesday, September 15, 2021 at 3.00 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt
 - (a) the Audited Financial Statements of the Company for the year ended March 31, 2021 including the audited Balance Sheet as at March 31, 2021 and the Statement of Profit & Loss for the year ended on that date, together with the Reports of the Board of Directors and Auditors' thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2021 including the audited consolidated Balance Sheet as at March 31, 2021 and the consolidated Statement of Profit and Loss for the year ended on that date together with the Report of the Auditors' thereon.
2. To declare a dividend of Rs. 1.20 per fully paid equity share of Re. 1/- each for the financial year ended March 31, 2021.
3. To appoint a Director in place of Mr. Dhruv M Sawhney (DIN: 00102999), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modification(s) the following Resolutions:-

4. **As an Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s J.H. & Associates, Cost Accountants, (Firm Registration Number 00279), appointed as Cost Auditor by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2022, be paid a remuneration of Rs.80,000/- plus applicable taxes and re-imbursment of out of pocket expenses incurred by them in connection with the aforesaid audit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such steps and generally to do all such acts, deeds, things and matters as may be considered necessary, desirable or expedient and to settle any question, difficulty or doubt that may arise for the purpose of giving effect to the above resolution.

5. **As a Special Resolution:**

RESOLVED THAT subject to and in accordance with the provisions of Sections 196, 197, 203 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 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) (hereinafter referred to as "the Act") read along with Regulation 17(6)(e)(ii) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "**Listing Regulations**") as amended from time to time and 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 for the re-appointment of Mr. Nikhil Sawhney (DIN :00029028) as Managing Director of the Company (designated as Vice Chairman & Managing Director) with effect from 10th May, 2021, for a period of five (5) years, upon such terms, conditions and remuneration as set out in this resolution and the Explanatory Statement annexed to this notice as approved and recommended by the Nomination and Remuneration Committee ("**NRC**") and the Board of Directors ("**BOD**"), with the liberty and power to the Board (which term shall include its duly constituted Committee(s) to exercise its powers including the powers conferred by this resolution) to vary and alter the terms and conditions of the said re-appointment and remuneration payable to Mr. Nikhil Sawhney as it may deem fit in its absolute discretion and in the best interest of the Company.

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

RESOLVED FURTHER THAT the total remuneration including perquisites payable to Mr. Nikhil Sawhney (DIN: 00029028), as Managing Director of the Company (designated as Vice Chairman & Managing Director) during his term of 5 (Five) years shall be in accordance with the provisions of Section 197 and/or Schedule -V of the Act read with Regulation 17(6) (e) (ii) of the Listing Regulations (as amended from time to time);

RESOLVED FURTHER THAT the Board (on the recommendations of the NRC) be and is hereby authorized to revise, amend, alter and vary the terms and conditions of re-appointment and remuneration of Mr. Nikhil Sawhney (designated as Vice Chairman and Managing Director) in such a manner as may be permissible in accordance with the provisions of the Act read with Schedule V and other applicable laws/regulations including Listing Regulations, if any or any modification or enactment thereto and as may be agreed to by and between the Board and Mr. Nikhil Sawhney, without requiring to obtain any further approval from the Members of the Company.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, where in any financial year during the term of office of Mr. Nikhil Sawhney as Managing Director, the Company has no profits or its profits are inadequate, the Board, on the basis of the recommendation of the NRC, is hereby authorised to approve and pay remuneration to the Managing Director by way of salary, perquisites and other allowances, whether or not the same is above the limits specified in Table (A) Section II of Part II of Schedule V to the Act and Regulation 17(6) (e) (ii) of the Listing Regulations, including any amendment or modifications thereof.

RESOLVED FURTHER THAT the payment of remuneration of Rs. 5.64 crore for FY 2020-21, to Mr. Nikhil Sawhney (DIN :00029028) as Managing Director of the Company pursuant to the approval of members at 21st AGM on 4th August 2016 and as recommended by the Board on 28th June 2021 be and is hereby ratified, confirmed and approved.

RESOLVED FURTHER THAT the Board of Directors 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 shareholders of the Company.

By Order of the Board

Place: Noida (U.P)
Date: June 28, 2021

Rajiv Sawhney
Company Secretary

NOTES:

1. In view of the continuation of the COVID-19 pandemic and the consequent social distancing norms to be followed, the Ministry of Corporate Affairs ("MCA") has issued Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 , Circular No. 20/2020 dated May 05, 2020, Circular No. 22/2020 dated June 15, 2020 and Circular No. 02/2021 dated January 13, 2021 (hereinafter collectively referred to as the "MCA Circulars"). Pursuant to the MCA Circulars, physical attendance of the members at the Annual General Meeting ('AGM') venue is not required and AGM can be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"). Hence, in compliance with the MCA Circulars, members can attend and participate and vote in the ensuing AGM through VC/OAVM.
2. The above MCA Circulars read with the Securities Exchange Board of India ("SEBI") Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("SEBI Circulars") (MCA Circulars and SEBI Circulars hereinafter collectively referred to as "COVID Circulars") also temporarily dispense with the requirement of sending the physical copies of the AGM Notice and Annual Report to the members. Accordingly, this Notice of the AGM along with the Annual Report 2020-21 are being sent only through electronic mode to those members whose e-mail addresses are registered with the Company's Registrar and Transfer Agent/ Depository Participant.
3. Since this AGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('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. However, Institutional / Corporate members (i.e. other than individuals/ HUF, NRI etc.) are required to send scanned copy of its board or governing body resolution/authorization etc., for authorizing their representatives to attend the AGM through VC / OAVM on their behalf and to cast vote through e-voting (including remote e-voting). The said resolution/ authorization shall be sent to the Scrutinizer by e-mail at is registered e-mail address at sureshguptacs@gmail.com with a copy marked to evoting@KFintech.com.
4. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this AGM will be transacted through remote e-voting (i.e. facility to cast vote prior to the AGM) and also e-voting during the AGM, for which purpose the Board of Directors of the Company ('the Board') have engaged the services of M/s KFin Technologies Private Ltd. (KFintech). The Board has appointed Mr. Suresh Gupta,

Practicing Company Secretary (Membership no. 5660, COP No. 5204), as the Scrutinizer to scrutinize the process of e-voting.

5. Members can join the AGM through VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the AGM Notice. The facility of participation in the AGM through VC/OAVM will be made available for 2000 members on first come first served basis. This will not include Large Shareholders (*i.e.* shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee and Auditors etc. who are allowed to attend the AGM without any restriction.
6. The Record Date fixed for the purpose of determining entitlement of the Members to the Final Dividend for the financial year ended 31st March, 2021 is Wednesday, 8th September, 2021, and such Dividend, if declared, will be paid within 30 days from the date of approval by the shareholders in the ensuing Annual General Meeting.
7. Pursuant to the Income-tax Act, 1961, as amended, dividend income is taxable in the hands of the Members with effect from 1st April, 2020 and the Company is required to deduct tax at source from such dividend at the prescribed rates. A communication providing information and detailed instructions with respect to tax on the Final Dividend for the financial year ended 31st March, 2021 is being sent to the members through email along with notice of AGM and Annual Report for FY21 and the same is also available on the website of the Company www.triveniturbines.com.
8. In view of the prevailing circumstances due to the COVID-19 pandemic, and also in conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Accounts 2021 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company's Registrar and Transfer Agent or with the Depository Participant.
9. Brief profile of the Directors to be appointed / re-appointed including nature of their expertise, names of companies in which they hold directorships and committee memberships, shareholding in the Company and relationships with other directors etc., are provided under Annexure A of this Notice.
10. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Special Business to be transacted at this Annual General Meeting ('AGM'), is annexed.
11. The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act, the Register of contracts with related party, and contracts and bodies etc. in which Directors are interested under Section 189 of the Act, will remain available for inspection through electronic mode during the AGM, for which purpose Members are required to send an e-mail to the Company Secretary at shares.ttl@trivenigroup.com.
12. Unclaimed dividend for the financial year ended 31st March, 2014 and Interim Dividend for the financial year ended on 31st March 2015 and the shares in respect of which dividend entitlements remain unclaimed for seven consecutive years will be due for transfer to the Investor Education and Protection Fund of the Central Government on 5th September, 2021 and 13th October 2021 respectively, pursuant to Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. Members are requested to claim the said dividend, details of which are available on the Company's corporate website www.triveniturbines.com under the section '**Investors – Transfer of shares to the IEPF-**' at <http://www.triveniturbines.com/transfer-shares-iepf.html>. No claim shall lie against the Company in respect of unclaimed dividend and the Secretarial Department of the Company will not be able to entertain any claim received after 5th September 2021 and 13th October, 2021 in respect of the same.
13. 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.
14. SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in demat form are therefore, requested to submit PAN details to the Depository Participant(s) with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the RTA – M/s Alankit Assignments Ltd. or the Secretarial Department of the Company.
15. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of requests received for transmission or transposition of securities. In view of the above and the inherent benefits of holding shares in electronic form, we urge the members holding shares in physical form to opt for dematerialization.
16. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **Wednesday, 8th September, 2021 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

17. **Remote e-voting will commence at 10.00 a.m. on Sunday, 12th September, 2021 and will end at 5.00 p.m. on Tuesday, 14th September, 2021**, 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 holding shares in physical or demat mode, who acquire shares of the Company and becomes member of the Company after the Notice is sent through e-mail and holding shares as of the Cut-off date, may obtain the login ID and password by following the instructions specified in the Notice of the AGM under "Other instructions".
19. Members holding shares in single name are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained, in case of shares held in physical form, from the RTA Alankit Assignments Ltd. or the Secretarial Department of the Company, and in case of shares held in demat form, from their respective Depository Participant(s).

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE AGM VIRTUALLY ARE AS UNDER:

20. Procedure for Remote e-voting

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by Kfintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are as under.

- (a) In pursuance to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility to be provided by Listed Companies", e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- (b) Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- (c) The remote e-Voting period commences on Sunday 12th September, 2021 at 10:00 a.m.
- (d) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- (e) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with Kfintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- (f) In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- (g) The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
- Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2:** Access to Kfintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
- Step 3:** Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nSDL.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" 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 <ol style="list-style-type: none"> 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 <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nSDL.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. 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 be 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.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi 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 <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/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 <ol style="list-style-type: none"> 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	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider - KFinTech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication

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

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, 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 "EVENT" i.e. **6134** AGM and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id sureshguptacs@gmail.com with a copy marked to evoting@kfintech.com

The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
- ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting 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/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/ OAVM shall open at least 30 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at shares.ttl@trivenigroup.com Questions /queries received by the Company till Wednesday , September 8 , 2021 ,5.00 p.m. shall only be considered and responded during the AGM.
- vi. The Members who 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 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.
- vii. 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.
- viii. Facility of joining the AGM through VC / OAVM shall be available for at least 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

Other Instructions

21. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from Sunday, 12th September, 2021 10.00 a.m. to Monday, 13th September, 2021, 5.00 p.m.. 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.
22. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option upto Wednesday , September 8, 2021 (5.00 p.m.).
23. 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, at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

- 24.** In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
 2. MYEPWD <SPACE> In12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- 25.** The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company.

Place: Noida (U.P)
Date: June 28, 2021

By Order of the Board
Rajiv Sawhney
Company Secretary

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

Item No. 4

The Board of Directors of the Company have, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s J.H. & Associates, Cost Accountants, as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2022.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the members of the Company. Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditor for the financial year ending on March 31, 2022, as set out in the Resolution.

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

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

Item No.5 Re-appointment of Mr. Nikhil Sawhney as Managing Director

The members of the Company had, at their 21st Annual General Meeting (AGM) held on 4th August, 2016, re-appointed Mr. Nikhil Sawhney as Managing Director of the Company (designated as Vice Chairman & Managing Director) for a period of five years with effect from 10th May, 2016. The tenure of Mr. Nikhil Sawhney was to expire on 9th May, 2021.

Mr Nikhil Sawhney has been entrusted with substantial roles and responsibilities. Under his leadership, in spite of stiff competition, challenging business scenario and pandemic situation, the Company has been consistently performing well. He has been instrumental in setting up/pressing forward the state of art and eco-friendly manufacturing facilities at Peenya and Sompura (both in Bengaluru) and keeping abreast with the latest technology for delivering the highest quality of products. The manufacturing facility at Peenya has been awarded the prestigious Platinum Rating by the Indian Green Building Council, which is the highest green rating certification for Factory Buildings. The Company is the world's largest manufacturer of steam turbines in the range of 5 to 30MW.

The Board of Directors of the Company at their meeting held on 8th May, 2021 have, on the recommendation of the Nomination and Remuneration Committee, and subject to the approval of the shareholders by way of a special resolution and such other approvals as may be required, re-appointed Mr. Nikhil Sawhney as Managing Director of the Company, designated as Vice Chairman & Managing Director, for a further period of five years with effect from 10th May, 2021 on the remuneration and terms and conditions set out below:-

Remuneration

1. Salary:

Rs.17,75,000/- (Rupees Seventeen lakh seventy five thousand only) per month in the scale of Rs.15,00,000/- to Rs.25,00,000/-, 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 upto 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.

(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:** As may be decided by the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, from year to year.

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 infrastructure and facilities.
- iii) The Managing Director shall be entitled to the reimbursement of expenses actually incurred on official travelling and board and lodging 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.

(a) **General:**

- (i) The Managing Director will perform his duties as such with regard to all work of the Company and continue to exercise will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- (ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii) The Managing Director shall adhere to the Company's Code of Conduct.
- (iv) The office of Managing Director may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing.

II. **Overall Remuneration**

The aggregate of salary, allowances and perquisites in any financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Act read with Schedule V to the said Act, as may, for the time being, be in force.

III. **Minimum Remuneration:** Notwithstanding anything to the contrary contained herein, in the event of absence or inadequacy of profits in any financial year during the term of office of Mr. Nikhil Sawhney as Managing Director, the Company will, subject to applicable laws, pay him the remuneration, allowances and perquisites as detailed above with such increments/revision as may be approved from time to time except commission/performance bonus as the Minimum Remuneration in accordance with Schedule V and other applicable provisions of the Act.

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

Presently Mr Nikhil Sawhney has not been drawing any remuneration from any other Company except by way of sitting fee or commission from the companies of which he is a director including the promoter company, Triveni Engineering and Industries Ltd.

Mr. Nikhil Sawhney, being eligible, offers himself for re-appointment. A brief resume of Mr. Sawhney is annexed to this notice.

As per Regulation 17(6)(e) of Listing Regulations the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if the annual remuneration payable to such executive director exceeds Rs 5 crore or 2.5 per cent of the net

profits of the listed entity, whichever is higher; or (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity:

Mr Nikhil Sawhney is one of the promoters of the Company. The consent of the Members is required to approve remuneration payable to him which is more than Rs. Five (5) crore and 2.5% of the net profits of the Company in a year, in aggregate. This has necessitated seeking approval of the Members by way of a special resolution for payment of remuneration as per terms and conditions of his re-appointment of aforesaid Executive Director details of which have been given above from the date of his re-appointment till the expiry of his term i.e. from 10th May 2021 to 9th May 2026 in compliance with the Listing Regulations. At the meeting of the Board of Directors of the Company held on 28th June, 2021 the Board has approved, after considering the recommendation of NRC, the payment of remuneration of Rs 5.64 crore (Rupees five crore and sixty four lakhs only) for the financial year ended March 31, 2021. The said remunerations was in accordance with the applicable provisions of the Companies Act, 2013, which needs to be approved / ratified by the shareholders under Regulations 17(6) (e) of Listing Refutations (as amended).

Accordingly, approval of the shareholders is sought by way of a special resolution to the re-appointment, payment of remuneration to Mr. Nikhil 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 and ratification of payment of remuneration for FY 2020-2021.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr Nikhil Sawhney, Mr. Dhruv M. Sawhney, Chairman & Managing Director and Mr. Tarun 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.

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

By Order of the Board

Rajiv Sawhney
Company Secretary

Place: Noida (U.P)
Date: June 28, 2021

Details of Director retiring by rotation / seeking re-appointment at the Meeting

Name of the Director	Mr Dhruv M Sawhney	Mr Nikhil Sawhney
Date of Birth	June 26 ,1944	August 23 ,1976
Nationality	Indian	Indian
Date of appointment on the Board	May 10, 2011	May 10, 2011
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	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
Expertise	An Industrialist with wide experience in sugar and engineering industry having adequate functional and managerial experience. His expertise includes general management, leadership, corporate governance and finance.	An Industrialist with vast experience in engineering industry having adequate functional and managerial expertise His expertise includes general management, leadership, corporate governance and investor relations.
Directorship held in other public companies	Chairman and Managing Director Triveni Engineering & Industries Ltd. (Listed Company) Director GE Triveni Ltd Kameni Upaskar Ltd Triveni Foundation (Section 8 Company) Triveni Turbines Europe Pvt Ltd (U.K.) Triveni Turbines DMCC, Dubai (UAE) Triveni Turbines South Africa Pty Ltd. (South Africa)	Director Triveni Engineering & Industries Ltd. (Listed Company) GE Triveni Ltd Triveni Energy Systems Ltd. Triveni Foundation (Section 8 Company) Aqwise-wise Water Technologies Ltd. (Israel)
Memberships/Chairmanships of Committees in other public companies*	GE Triveni Ltd Audit Committee – Chairman	GE Triveni Ltd Audit Committee – Member Triveni Engineering & Industries Ltd Stakeholders Relationship Committee -Member
Number of Board Meetings attended as on March 31, 2021	6 out of 6	6 out of 6
Details of Remuneration	Mr. Dhruv M. Sawhney has not been drawing any remuneration from this Company (in his capacity as Chairman and Managing Director of the Company.	As stated in the explanatory statements to item no 5 attached to this notice.
Shareholding	23386813 equity shares of Re 1/- each .	14760246 equity shares of Re 1/- each
Relationship between directors inter-se	Mr. Dhruv M. Sawhney is the father of Mr. Nikhil Sawhney, Vice Chairman and Managing Director and Mr. Tarun Sawhney, Director of the Company.	Mr. Nikhil Sawhney is the son of Mr. Dhruv M Sawhney, Chairman and Managing Director and brother of Mr. Tarun Sawhney, Director of the Company.

By Order of the Board

Rajiv Sawhney
Company SecretaryPlace: Noida (U.P)
Date: June 28, 2021

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