



CIN: L29110UP1995PLC041834

**Registered office :** A-44 Hosiery Complex, Phase II Extension, Noida-201 305, Uttar Pradesh

**Corporate office :** 8<sup>th</sup> Floor, Express Trade Towers, Plot No.15-16, Sector 16A, Noida- 201 301, Uttar Pradesh

**Website:** [www.triveniturbines.com](http://www.triveniturbines.com), **E-mail :** [shares.ttl@trivenigroup.com](mailto:shares.ttl@trivenigroup.com), **Phone :** 91 120 4308000, **Fax :** 91 120 4311010-11

## **POSTAL BALLOT NOTICE**

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

Dear Member(s),

This notice ("**Notice**") is hereby given pursuant to and in compliance with Section 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Companies Act**"), read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 (the "**Management Rules**") and the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 33/2020 dated September 28, 2020, and 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021 and Circular no 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time) that the resolutions as set out in this Notice are proposed for consideration by the Members of Triveni Turbine Ltd. (the "**Company**") for passing by means of Postal Ballot and Electronic vote

### **SPECIAL BUSINESS**

#### **1. Appointment of Mr. Vipin Sondhi as an Independent Director of the Company**

**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 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder and the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr Vipin Sondhi (DIN 00327400) who was appointed as an Additional Director (in the capacity of Non-Executive Independent Director) in terms of Section 161 of the Act and the Articles of Association of the Company, by the Board of Directors, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from 17<sup>th</sup> March 2022 to 16<sup>th</sup> March 2027.

**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.

#### **2. Appointment of Mr. Pulak Chandan Prasad as a Non Executive Non Independent Director of the Company**

**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 Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder and the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr **Pulak Chandan Prasad (DIN 00003557)** who was appointed as an Additional Director (in the capacity of Non Executive Non Independent Director) in terms of Section 161 of the Act and the Articles of Association of the Company, by the Board of Directors, and in respect of whom the Company has received a notice in writing 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 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 .

By order of the Board

Place : Noida  
Date : 13<sup>th</sup> May, 2022

Rajiv Sawhney  
Company Secretary  
Membership No. A8047

**Notes:**

1. A Statement pursuant to the provisions of Sections 102 and 110 of the Act read with the Rules, setting out all material facts in respect of a proposed resolutions given as item no 1 & 2 to be passed through the Postal Ballot is attached and forms part of the Postal Ballot Notice.
2. The Company has appointed Mr. Suresh Kumar Gupta, Practising Company Secretary (CP NO 5204) to act as the Scrutinizer (the "Scrutinizer") for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner, in accordance with Rule 22(5) of the Management Rules, and he has expressed his willingness to be appointed and will be available for the said purpose.
3. In accordance with Sections 108, 110, and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, and Regulation 44 of the Listing Regulations, read with SEBI circular on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility for members to exercise their right to vote on the proposed resolution electronically.
4. In compliance with provisions of Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with KFin Technologies Limited ("KFINTECH"), for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form.
5. This Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members/List of Beneficial Owners received from the Depositories as on Friday, May 6, 2022 ("Cut-Off Date") and whose e-mail address is registered with the Company/Depositories, in accordance with the MCA Circulars. Members will not receive physical copies of the postal poll notification, postal ballot forms, or pre-paid business reply envelopes for this postal ballot.
6. This Postal Ballot Notice will also be available on the Company's website at [www.triveniturbines.com](http://www.triveniturbines.com), the stock exchanges' websites at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), and KFINTECH website at <https://evoting.kfintech.com>.
7. Only through the remote e-voting mechanism would members be able to cast their votes and express their consent or dissent to the proposed resolution. Only members whose names appear on the Register of Members/List of Beneficial Owners as of the Cut-Off Date are eligible to vote electronically. This message should be treated as information solely by anyone who becomes member after the Cut-Off Date.
8. A member's or beneficial owner's (in the case of electronic shareholding) voting rights are proportional to their shareholding in the Company's paid-up equity share capital on the Cut-Off Date.
9. The instructions for e-voting are included in this postal ballot notice. The members are requested to read carefully to cast their vote electronically by 5:00 p.m. IST on Tuesday, 14<sup>th</sup> June, 2022 (the last day to cast ballots electronically), failing which it will be strictly considered that no vote has been received from the shareholder.
10. **The e-voting period begins on Monday, 16<sup>th</sup> May, 2022 at 9:00 a.m. (IST) and closes on Tuesday, 14<sup>th</sup> June, 2022 at 5:00 p.m. (IST). Members who wish to vote should do so during this time frame in order to be considered.**
11. The Scrutinizer will submit his report to the Chairman/Vice Chairman & Managing Director after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on or before 16<sup>th</sup> June, 2022. The resolution if approved by requisite majority shall be deemed to have been passed on the last day of e-voting, 14<sup>th</sup> June, 2022.
12. The declared results along with the report of the scrutinizer shall be communicated to the BSE Limited and National Stock Exchange of India Limited, where the equity shares of Company are listed, and shall be uploaded on the website of the Company [www.triveniturbines.com](http://www.triveniturbines.com), website of KFin Technologies Limited <https://evoting.kfintech.com>.

13. Until the last day of voting, all papers referred to in this Postal Ballot Notice will be available for examination electronically. Members interested in inspecting such documents should send an email to [shares.ttl@trivenigroup.com](mailto:shares.ttl@trivenigroup.com).

14. The instructions for e-voting for shareholders are as under

**PROCEDURE FOR 'E-VOTING':**

**1. E-VOTING FACILITY:**

i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules and Regulation 44 of Listing Regulations, as amended, read with circular dated December 9, 2020 of SEBI on e-Voting Facility provided by Listed Entities, the Company is providing e-voting facility of KFinTech to its members to exercise their right to vote on the proposed resolution by electronic means.

ii. **The e-voting facility will be available during the following period:**

**Commencement of e-voting : 9:00 a.m. (IST) on Monday, 16<sup>th</sup> May, 2022**

**End of e-voting : 5:00 p.m. (IST) on Tuesday, 14<sup>th</sup> June, 2022**

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

iii. **The manner of voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) Shareholders holding shares of the Company in physical mode, and (iv) Shareholders who have not registered their e-mail address, is explained in the instructions given herein below.**

**2. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:**

i. **Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.**

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.

ii **Details on Step 1 are mentioned below:**

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for IDeAS facility:</b></p> <p>I. Visit URL : <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></p> <p>II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</p> <p>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.</p> <p><b>2. User not registered for IDeAS e-Services</b></p> <p>I. To register click on link : <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></p> <p>II. Select "Register Online for IDeAS" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1</p>

	<p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>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.</li> <li>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</li> <li>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li><b>1. Existing user who have opted for Easi / Easiest</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> </li> <li><b>2. User not registered for Easi/Easiest</b> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1</li> </ol> </li> <li><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP, i.e. <b>KFintech</b> where the e- Voting is in progress.</li> </ol> </li> </ol>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>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.</li> <li>III. Click on options available against company name or e-Voting service provider - <b>Kfintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication.</li> </ol>

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

**Details on Step 2 are mentioned below:**

**Login method for 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 (EVENT), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVENT (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., 6577- Postal Ballot" 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, 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 [sureshguptacs@gmail.com](mailto:sureshguptacs@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_Event No."
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Postal Ballot Notice 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 Postal Ballot Notice 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/postalballot/>. 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](mailto:einward.ris@kfintech.com).
  - ii. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto: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 postal ballot notice and the e-voting instructions.

- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

#### **General Instructions**

**i. In case Members of the Company have not registered their e-mail address:**

In terms of the MCA and SEBI Circular mentioned hereinabove, the Company is sending Postal Ballot Notice in Electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E-voting system only. Therefore, those Members who have not yet registered their e-mail address are requested to get their e-mail addresses temporarily registered by visiting <https://ris.kfintech.com/clientservices/postalballot/> Post successful registration of email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, member may write to [evoting@Kfintech.com](mailto:evoting@Kfintech.com)

- ii. The Scrutinizer shall, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman/ Vice Chairman & Managing Director of the Company.
- iii. To receive communication through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with KFinTech on <https://ris.kfintech.com/clientservices/postalballot/> or contact

Ms. C Shobha Anand, Dy. Vice President, Toll Free No. 1800 309 4001

KFin Technologies Limited, Selenium Building B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.

#### **Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014**

**The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:**

**Item no 1.**

The Board of Directors of the Company approved the appointment of Mr. Vipin Sondhi (DIN: 00327400) as an Additional Director (Non-Executive Independent Director) for a term of 5 years with effect from March 17, 2022, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 ("the Act") read with the Company's Articles of Association.

The appointment of independent director requires the approval of the company's members, according to Section 149 read with Schedule IV of the Act. Furthermore, pursuant to amendment (effective from 1st January, 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Vipin Sondhi shall hold office up to the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Vipin Sondhi is eligible to be appointed as an Independent Director for a term up to (5) five consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose the candidature of Mr. Sondhi as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. Sondhi.

In the opinion of the Board, Mr. Vipin Sondhi fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment. Mr. Sondhi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Mr. Vipin Sondhi, aged 62 years holds a degree in B Tech from prestigious Indian Institute of Technology, Delhi and has done his Post graduate diploma in management from IIM, Ahmedabad. He has over three decades of experience in manufacturing and engineering based companies. He was the MD & CEO of Ashok Leyland and a director on the board of Switch Mobility. Prior to Ashok Leyland, Mr. Sondhi was MD & CEO of JCB India and was a member of their global executive team.

He was appointed by the Govt of India as the Chairperson of the Board of Governors, of the Indian Institute of Science Education and Research, Bhopal in December 2015. A member of the CII- National Council. He is the Chairman of CII's National Mission on Technology, R&D and Innovation and Chairman of CII's National Committee on Future Mobility. He has held the position of Vice President of the Society of Indian Automotive Manufacturers (SIAM) and Vice President of the Automotive Skill Development Council (ASDC).

He has received many awards from various institutions like CII, Institute of Economic Studies ; etc. including Most Promising Business Leader of Asia - Construction Equipment Industry' in 2018-19 from the economist times .

Furthermore, Mr. Sondhi satisfies the conditions set forth in the Act, the Rules thereunder, and the Listing Regulations for his appointment as an Independent Director of the Company. He has confirmed that he has not been debarred from holding the office of director pursuant to any order of the SEBI or any other such authority. He is also independent of the Company's management.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Vipin Sondhi as an Independent Director.

Draft terms and conditions for appointment of Mr. Sondhi as an Independent Director shall be made available for inspection by the members through electronic mode.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Mr. Vipin Sondhi as an Independent Director in the interest of the Company and recommends the Special resolution as set out at item no 1 in the Notice for approval of Members.

*None of the Directors or any KMPs of the Company or their respective relatives except Mr. Vipin Sondhi and his relatives to the extent of their shareholding interest, if any, in the Company are either directly or indirectly concerned or interested, financially or otherwise, in this Resolution.*

#### **Item no 2.**

The Board of Directors of the Company also approved the appointment of Mr. Pulak Chandan Prasad (DIN: 00003557) as an Additional Director (Non-Executive Non Independent Director) with effect from March 17, 2022, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 ("the Act") read with the Company's Articles of Association.

Pursuant to Regulation 17 of the Listing Regulations, effective January 1, 2022, a listed entity must obtain shareholder approval for the appointment of a person to the Board of Directors at the next general meeting or within three months of the date of appointment, whichever is earlier. As a result, Mr. Pulak's nomination would need to be approved by the members of Company by June 17, 2022. As a result, the proposed ordinary resolution is being placed for the approval of members.

Mr. Prasad , aged 53 years, has three decades of experience in management consulting and investing. He is the founder and Managing Director of Nalanda Capital Pte Ltd. He was formerly the co-head of Indian and South East Asian operations of Warburg Pincus. He was with Warburg Pincus for eight and a half years. Prior to that, he was an engagement manager with McKinsey & Company, primarily working with financial institutions and technology companies in India, the United States and South Africa. In addition, he worked with Unilever in India. He holds a B. Tech degree from prestigious Indian Institute of Technology, Delhi and is an alumnus of the Indian Institute of Management (IIM), Ahmedabad.

Furthermore, Mr. Prasad satisfies the conditions set forth in the Act, the Rules thereunder, and the Listing Regulations for his appointment as a Non Executive Non Independent Director of the Company. He has confirmed that he has not been debarred from holding the office of director pursuant to any order of the SEBI or any other such authority.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Prasad as a Non Executive Non Independent Director.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Mr. Pulak Chandan Prasad as a Non Executive Director in the interest of the Company and recommends the Ordinary resolution as set out at item no 2 in the Notice for approval of Members.

*None of the Directors or any KMPs of the Company or their respective relatives except Mr. Pulak Chandan Prasad and his relatives to the extent of their shareholding interest, if any, in the Company are either directly or indirectly concerned or interested, financially or otherwise, in this Resolution.*

Place : Noida  
Date : 13<sup>th</sup> May, 2022

By order of the Board  
Rajiv Sawhney  
Company Secretary  
Membership No. A8047

## Annexure A

### Details of Director seeking appointment through Postal Ballot notice dated 13 May, 2022 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

<b>Name of the Director</b>	Mr Vipin Sondhi	Mr. Pulak Chandan Prasad
<b>Date of Birth</b>	April 27, 1960	May 27, 1968
<b>Nationality</b>	Indian	Indian
<b>Date of appointment on the Board</b>	March 17, 2022	March 17, 2022
<b>Qualifications</b>	B Tech from IIT Delhi & Post Graduate Diploma in Management from the Indian Institute of Management , Ahmedabad.	B Tech from IIT Delhi & Post Graduate Diploma in Management from the Indian Institute of Management , Ahmedabad.
<b>Expertise</b>	He is a hand on professional having a strong and proven track record of three decades of expertise in Manufacturing & Engineering based companies. Some of the areas of expertise are Corporate strategy, Global business leadership, Manufacturing, Engineering.	He is the founder of Nalanda Capital that holds large and long-term stakes in small to mid-cap public listed Companies in India on behalf of the US and European Institutional Investors (primarily Endowments and Foundations). He has worked with the global private equity firm warburg pincus for more than eight years as the Managing Director and co-head of India. Before warburg pincus, he was associated with mckinsey in India, South Africa, and the US for six years. Some of the areas of expertise are Corporate strategy, Global business leadership, Finance & Regulatory management.
<b>Directorship held in other public companies</b>	Nil	1. Vaibhav Global Ltd 2. Berger Paints India Ltd
<b>Memberships/Chairmanships of Committees in other public companies*</b>	Nil	Berger Paints India Ltd Member Audit Committee
<b>Name of the Listed Companies from which resigned in the past three years</b>	Ashok Leyland Limited	Just Dial Limited
<b>Number of Board Meetings attended during FY 22-23</b>	1	1
<b>Details of Remuneration</b>	Subject to the provisions of Section 197 & 198 of the Act , he shall be entitled to such remuneration by way of fee, reimbursement of expenses for participation in the Board / committee meetings and profit related commission as may be decided by the board, if any.	Subject to the provisions of Section 197 & 198 of the Act , he shall be entitled to such remuneration by way of fee, reimbursement of expenses for participation in the Board / committee meetings and profit related commission as may be decided by the board, if any.
<b>No of Shares held in the Company including shareholding as beneficial owner</b>	Nil	Nil
<b>Relationship between directors inter-se</b>	Not Applicable	Not Applicable

By order of the Board

Place : Noida  
Date : 13<sup>th</sup> May, 2022

Rajiv Sawhney  
Company Secretary  
Membership No. A8047

\* The Committees considered above are those prescribed under Regulation 26 of the Listing Regulations of Public Limited Companies.