

By E-filing

REF:TTL:SE:2023

Date: 22nd September, 2023

BSE Limited P.J. Tower, Dalal Street, Fort, MUMBAI - 400 001 Thru: BSE Listing Centre	National Stock Exchange of India Ltd., Exchange Plaza, Bandra-Kurla Complex, Bandra (E), MUMBAI - 400 051 Thru: NEAPS
STOCK CODE: 533655	STOCK CODE: TRITURBINE

Subject: Submission of Postal Ballot Notice

Dear Sir,

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we enclose a copy of postal ballot notice dated 19th September, 2023 together with Explanatory Statement thereto, seeking members approval of the Company, on the following items - (a) Triveni Turbine Ltd - Employee Stock Unit Plan, 2023, (b) Grant of employee stock units to the eligible employees of subsidiary company(ies) of the Company under Triveni Turbine Ltd - Employee Stock Unit Plan, 2023, (c) Re-appointment of Ms Homai A. Daruwalla (DIN: 00365880) as an Independent Director of the Company not liable to retire by rotation for a second term of five consecutive years with effect from 1st November, 2023 to 31st October, 2028, (d) Re-appointment of Dr. Anil Kakodkar (DIN: 03057596) as an Independent Director of the Company not liable to retire by rotation for a second term of five consecutive years with effect from 1st November, 2023 to 31st October, 2028 by Special Resolutions.

The notice is being sent to those members whose names appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Securities Limited (CDSL) and whose e-mail addresses are available with the Company/Depositories as on 15th September, 2023 ("Cut-Off Date").

The Company has engaged the services of KFin Technologies Limited ("KFintech") to provide remote e-voting facility to its Members. The e-voting shall commence on 23rd September, 2023 at 9.00 A.M. (IST) and shall end on 22nd October, 2023 at 5.00 P.M. (IST). The remote e-voting module will be disabled/ blocked thereafter for voting by the Members. The Postal Ballot Notice will also be available on the Company's website www.triveniturbines.com.

Yours faithfully,

For Triveni Turbine Ltd.,



Rajiv Sawhney
Company Secretary
M.No.A8047

Copy to:

Alankit Assignments Ltd. Unit Triveni Turbine Ltd., 4E/2, Jhandewalan Extension, New Delhi 110055	National Securities Depository Ltd. Trade World, A Wing, 4 th & 5 th Floor, Kamala Wing Compound, Lower Parel, Mumbai-400 013.	Central Depository Services (India) Ltd. Marathon Futurex, A-Wing, 25 th Floor, NM Joshi Marg, Lower Parel, Mumbai-400013.
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CIN: L29110UP1995PLC041834

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

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

Website: www.triveniturbines.com, **E-mail :** 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 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Management Rules") (including any statutory amendment(s), modification(s) or re-enactment(s) thereto, for the time being in force), and in accordance with the General Circular No.14/2020 dated April 8, 2020 read with General Circular No.11/2022 dated December 28, 2022 and other applicable circulars thereto issued by the Ministry of Corporate Affairs from time to time ("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, if any, the Special 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 through remote e-voting by electronic means only.

A detailed Explanatory statement to the provisions of Section 102 read with Section 110 of the Companies Act in respect of proposed special resolutions specified at Item no 1 to 4 to be passed through postal ballot (via remote E-voting) setting out all the material facts and the reasons thereof is annexed hereto for your consideration and forms part of the Notice.

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

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

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Management Rules and Regulation 44 of the Listing Regulations and MCA circulars, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system only (remote e-voting) instead of submitting the postal ballot form physically. The Company has engaged the services of KFin Technologies Ltd (KFintech) for providing evoting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is available on the website of the Company www.triveniturbines.com

Members desiring to exercise their vote through remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on Sunday, October 22, 2023. The remote e-voting facility will be disabled by KFintech immediately thereafter and will not be allowed beyond the said date and time.

The Company has appointed Mr. Kapil Dev Taneja, Partner failing him Mr. Neeraj Arora, Partner of Sanjay Grover & Associates, as Scrutinizer for conducting the E-voting process in accordance with the law and in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman/Vice Chairman, or in his absence to the Company Secretary after completion of the scrutiny of the votes cast through remote e-voting, who will countersign the same. The results of the Postal Ballot would be announced on or before 25th October, 2023 5.00 p.m.(IST).

The results declared along with the Scrutiniser report (s) will be displayed at the Registered Office of the Company and communicated to the Stock Exchanges where the equity shares of the Company are listed ie the National Stock Exchange of India Ltd (NSE) and BSE Limited (BSE), in accordance with the provisions of the Companies Act. The result will also be displayed at the Company's website ie www.triveniturbines.com and on the website of KFin Technologies Limited <https://evoting.kfintech.com>.

The Resolutions, if passed by the requisite majority, will be deemed to have been passed on the last date specified for e-voting ie Sunday, October 22, 2023, The Scrutinizer's decision on the validity of E-voting shall be final.

Special Business

1. Approval of Triveni Turbine Ltd - Employee Stock Unit Plan 2023

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, and pursuant to Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (**“SBEB Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India (**“SEBI”**), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of Memorandum and Articles of Association of the Triveni Turbine Limited (**“Company”**) and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members' of the Company be and is hereby accorded to the introduction and implementation of **Triveni Turbine Ltd - Employee Stock Unit Plan 2023** (**“LTIP 2023”/“Plan”**) and authorizing the Board of Directors of the Company (*hereinafter referred to as the “Board” which term shall be deemed to include the Nomination and Remuneration Committee (“Committee”) which the Board has constituted*) to create, offer, issue, grant and allot from time to time, in one or more tranches, not exceeding 25,00,000 (twenty-five lacs only) employee stock units (**“Units”**) to the eligible employees of the Company as provided in the Plan exercisable into not more than 25,00,000 (twenty-five lacs only) equity shares of face value of ₹ 1/- (Rupee One Only) each fully paid-up constituting 0.79% of the paid-up equity share capital of the Company as on date of issuance of the Notice, where one Unit would convert into one equity share upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the LTIP 2023.”

“RESOLVED FURTHER THAT the Plan shall be administered by the Committee of the Company who shall have all the necessary powers as defined in the plan and in pursuance of Regulation 5 of the SBEB Regulations for the purpose of administration and implementation of the Plan.”

“RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari-passu* with the then existing equity shares of the Company.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional Units granted or equity shares are issued by the Company to the Unit grantees for the purpose of making a fair and reasonable adjustment to the Units granted earlier, the ceiling of total number of Units and equity shares specified above shall be deemed to be increased to the extent of such additional Units granted or equity shares issued.”

“RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Unit grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Plan on the stock exchanges where the equity shares of the Company are listed in due compliance with SBEB Regulations and other applicable laws.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.”

“RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint merchant bankers, brokers, solicitors, registrars, compliance officer, investors service centre and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.”

“RESOLVED FURTHER THAT the Board, be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Plan subject to the compliance with the applicable laws and regulations and further subject to consent of the shareholders by way of special resolution to the extent required under SBEB Regulations, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, SBEB Regulations, the relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable laws in force.”

2. To approve grant of employee stock units to the employees of subsidiary company(ies) of the Company under Triveni Turbine Ltd - Employee Stock Unit Plan 2023.

To consider, and if thought fit to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (**“SBEB Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), the applicable provisions of the Foreign Exchange Management Act, 1999, the rules and regulation framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by Reserve Bank of India, as amended and enacted from time to time, the relevant provisions of Memorandum and Articles of Association of the Triveni Turbine Limited (**“Company”**) and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the shareholders’ of the Company be and is hereby accorded to authorize the Board of Directors of the Company (*hereinafter referred to as the “Board” which term shall be deemed to include the Nomination and Remuneration Committee (“Committee”) which the Board has constituted*) to offer, issue, grant and allot from time to time, in one or more tranches, employee stock units (**“Units”**) under **Triveni Turbine Ltd - Employee Stock Unit Plan 2023 (“LTIP 2023”/ “Plan”)** to the eligible employees of the subsidiaries as provided in the Plan , within the ceiling of total number of Units and equity shares, as specified in the Plan along with such other terms and in such manner as the Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.”

3. Approval of re-appointment of Ms Homai A. Daruwalla as Independent Director of the Company

To consider, and if thought fit to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to provisions of Sections 149, 152 read with Schedule IV 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 and pursuant to Regulations 16, 17, 25 & other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (**“Listing Regulations”**), as amended (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms Homai A. Daruwalla, (Director Identification Number: 00365880), Independent Director, in respect of whom the Company has received a notice, in writing, from a member under Section 160 of the Act, proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from 1st November, 2023 to 31st October, 2028.

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 for the purpose of giving effect to the above resolution.

4. Approval of re-appointment of Dr. Anil Kakodkar

To consider, and if thought fit to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to provisions of Sections 149, 152 read with Schedule IV 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 and pursuant to Regulations 16, 17, 25 & other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (**“Listing Regulations”**), as amended (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Dr. Anil Kakodkar (Director Identification Number:03057596), Independent Director of the Company, 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

re-appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from 1st November, 2023 to 31st October, 2028.

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 for the purpose of giving effect to the above resolution.

By order of the Board of Directors
For **Triveni Turbine Limited**

Rajiv Sawhney
Company Secretary
Membership No.- A-8047

Noida, September 19, 2023

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

NOTES:

1. The Explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Companies Act in respect of proposed special resolutions specified at Item no 1 to 4 to be passed through postal ballot (via remote E-voting) is annexed hereto, for your consideration.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and to all members whose names appear on the Register of Members / List of Beneficial Owners as on September 15, 2023 as received from the Depositories. The MCA vide the MCA Circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.
3. The Notice is also available on the website of the Company at www.triveniturbines.com, on the website of stock exchanges i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively and on the website of the KFintech i.e. <https://evoting.kfintech.com>.
4. Voting Rights of shareholders shall be in proportion to their Equity Share of the paid-up equity share capital of the Company as on **Friday, September 15, 2023**, i.e., "Cut-Off date". Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. Members receiving the Notice of Postal Ballot whose names do not appear in the Register of Members/ Statement of Beneficial Ownership as mentioned above, should treat this notice for information purposes only.
5. The remote e-voting period commences from 9:00 a.m. (IST) on Saturday, September 23, 2023 and ends at 5:00 p.m.(IST) on Sunday, October 22, 2023. The E-voting module will be disabled / blocked thereafter for voting by the Members. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
6. The Company has appointed Mr. Kapil Dev Taneja, Partner failing him Mr. Neeraj Arora, Partner of Sanjay Grover & Associates, as Scrutinizer for conducting the E-voting process in accordance with the law and in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman/ Vice Chairman of the Company, or in his absence, the Company Secretary, after completion of scrutiny of postal ballot process. The results of the postal ballot will be announced on or before Wednesday, October 25, 2023 and will be displayed on the website of the Company (i.e. www.triveniturbines.com) KFintech (i.e. <https://evoting.kfintech.com>) and intimated to NSE and BSE.
7. The dispatch of the Postal Ballot Notice along with the Explanatory Statement shall be announced through advertisement in at least one English language national daily newspaper circulating in the whole or substantially the whole of India, at least in one English newspaper having wide circulation in the district where the registered office of the Company is situated and at least in one daily newspaper published in the vernacular language of the district and published on the website of the Company.
8. All the material documents referred to in the Explanatory Statement are available for inspection by the members of the Company at the registered office / corporate office during normal business hours on all working days until the last working day specified for casting votes through remote e-voting.

9. Voting through electronic means

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called “the Rules” for the purpose of this section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with MCA Circulars, the Company is providing facility to exercise votes on the item of business given in the Notice through electronic voting system only, to members holding shares as on Friday, September 15, 2023 (End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by KFintech.

PROCEDURE FOR EVOTING

10. The instructions for E-voting are as under:

E-VOTING FACILITY: 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 resolutions by electronic means.

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.

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	<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.comII. 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.comII. Select “Register Online for IDeAS” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jspIII. Proceed with completing the required fields.IV. Follow steps given in points 13. 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 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
Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Shareholders holding securities 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

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 (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) 7704, followed by folio number.-In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

- iii. After entering these details appropriately, click on “LOGIN”.
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘Triveni Turbine Limited_ - 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 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 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 sanjaygrover7@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, Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:

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

1. Members holding shares in physical mode, who have not registered / updated their email addresses with the Company are requested to register / update their e-mail address by submitting Form ISR-1 along with requisite supporting documents to RTA of the Company at M/s Alankit Assignments Limited, Unit: Triveni Turbine Ltd., 4E/2, Jhandewalan Extension New Delhi 110055, e-mail address: rta@alankit.com
2. Members holding shares in dematerialized mode, who have not registered / updated their email addresses with their Depository Participants, are requested to register / update their email addresses with the Depository Participants with whom they maintain their demat accounts. After due verification, Kfintech (e-Voting Service Provider) will forward their login credentials to their registered email address.
3. In case of any query pertaining to e-voting, members may refer to the “Help” and “FAQs” sections / E-voting user manual available through a dropdown menu in the “Downloads” section of Kfintech’s website for e-voting: <https://evoting.kfintech.com>. For any grievance they may contact Ms. C Shobha Anand, Dy. Vice President of KFin Technologies Limited, Unit: Triveni Turbine Limited, Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032. Tel: 1800 – 309 - 4001, e- mail: evoting@kfintech.com

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

C. General Instructions

- i. 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 Company Secretary of the Company.
- ii. Subject to the receipt of sufficient votes, the Resolutions shall be deemed to be passed on the last date of voting i.e. on Sunday, October 22, 2023.
- iii. 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, Dy. Vice President at evoting@kfintech.com or call KFinTech toll Free No. 1800 309 4001 for any further clarifications.
- iv. 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.
- v. 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 **Sunday, October 22, 2023** (the last day to cast ballots electronically), failing which it will be strictly considered that no vote has been received from the shareholder.

Explanatory Statements pursuant to Section 102 of the Companies Act, 2013

The following statement sets out the material facts relating to the businesses mentioned under Resolution 1-4 of the accompanying Notice.

Item Nos. 1 and 2:

Triveni Turbine Ltd. (“**Company**”) believes that equity-based compensation plans are an effective tool to reward the talents working with the Company and its subsidiaries (present as well as future). The Company intends to implement an equity-based compensation plan with a multifaceted purpose in mind. Firstly, it aims to cultivate a high-performance culture that aligns with the organization’s growth vision. Additionally, this plan seeks to serve as a powerful motivator for expediting corporate growth and enhancing shareholders’ value. Furthermore, it will play a pivotal role in fostering collaboration and teamwork among employees of the Company and its subsidiaries. Moreover, the plan will be instrumental in harmonizing employees’ long-term incentives with the Company’s goals, while also serving as a means to recognize and reward outstanding performance, thereby retaining key talent critical to Company’s success. Lastly, it will function as a valuable tool in attracting top-tier talent from the market, bolstering the Company’s competitive edge in talent acquisition.

Given the background above, the Company proposes to implement an employee stock unit plan namely **Triveni Turbine Ltd - Employee Stock Unit Plan 2023 (“LTIP 2023”/ “Plan”)**, contemplating grant of employee stock units (“**Units**”) at face value of equity shares of the Company to the eligible employees as provided in the Plan. The criteria to select employees for grant would be determined by the Nomination and Remuneration Committee (“**Committee**”) based on factors such as length of service, grade, individual performance ratings over past few years, present contribution, potential contribution, conduct, etc. at it may deem relevant. At the same time, the Company is aware that any discount to the market price should be compensated with appropriate vesting conditions based on achievement of mandatory performance conditions as elaborated herein below.

Accordingly, the Committee and the Board of Directors of the Company at their respective meetings held on September 19 2023, had approved the introduction of the Plan, subject to Shareholders approval.

As per the provisions of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, (“**SBEB Regulations**”), the implementation of employee stock unit plan requires prior approval of the shareholders by way of special resolution. Accordingly, the approval of shareholders is being sought for implementation of the Plan.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Regulation 6 of the SBEB Regulations, the salient features of the Plan are given as under:

A. Brief Description of the Plan (including rationale on extending benefit to the subsidiary companies)

Keeping in view, the aforesaid objectives, the Plan contemplates grant of Units to the eligible employees of the Company (including successor companies) and its subsidiaries (present or future), working in India or outside India, as may be determined in due compliance of SBEB Regulations and provisions of the Plan.

The rationale for extending the benefit under this plan to the employees of the subsidiary companies is because there exists control of the Company and the contribution of the subsidiaries are consolidated in the Company’s Performance. Therefore it is imperative for the Company to appropriately incentivize and retain the employees of subsidiary companies and their contribution will have a direct impact on the Company.

Besides continuity of employment, vesting shall also be dependent on achievement of certain corporate performance conditions and individual key performance indicators (“KPIs”) details of which are given herein below. After vesting of Units, the eligible employees earn a right, but not obligation, to exercise the vested Units within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Committee shall act as the compensation committee for the administration of the Plan. All questions of interpretation of the Plan shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Plan.

B. Total number of Units to be offered and granted:

The total number of Units to be granted under the Plan shall not exceed 25,00,000 (twenty-five lacs only) in one or more tranches, from time to time, which in aggregate shall be exercisable into not more than 25,00,000 (twenty-five lacs only) shares of face value of Re. 1 (Rupee One only) each fully paid up amounting to 0.79% of the paid-up capital of the Company. Each Unit when exercised would be converted into one equity share of face value of Re. 1/- (Rupee One Only) each fully paid-up.

Further, SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Units granted. In this regard, the Committee shall adjust the number and price of the Units granted in such a manner that the total value of the Units granted under the Plan remain the same after any such corporate action. Accordingly, if any additional Units are issued by the Company to the grantees for making such fair and reasonable adjustment, the ceiling of aforesaid shall be deemed to be increased to the extent of such additional Units issued.

C. Identification of classes of employees entitled to participate in the Plan:

Subject to determination or selection by the Committee, following classes of employees/ Directors are eligible being:

- i. an employee as designated by the Company, who is exclusively working in India or outside India; or
- ii. a director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director.
- iii. an employee as defined in clause (i) or (ii) of a subsidiary company, in India or outside India.

but does not include -

- a. an employee who is a promoter or belongs to the promoter group; or
- b. a director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company.

D. Requirements of Vesting and period of Vesting:

All the Units granted on any date shall vest not earlier than the minimum vesting period of 1 (one) year and not later than 4 (four) years from the date of grant.

The Units would vest essentially based on continued tenure with the Company and/ or subsidiary as per the requirement of SBEB Regulations. Apart from that, Units granted shall vest based on achievement of predefined company performance targets and individual key performance indicators (“KPIs”) as explained below:

Type of Grant	Vesting Conditions
Vesting linked to Company performance. (67% of total Unit pool to be used)	Vest only upon achieving the corporate performance parameters like revenue, operating profit, order book, and such other parameters as determined by the Committee.
Vesting linked to achievement of individual KPI. (33% of total Unit pool to be used)	The provisional vesting of Units occurs exclusively when specific individual KPIs are met or surpassed each year throughout the vesting period, following the Company's/subsidiary's performance appraisal system. These Units are confirmed only upon the conclusion of the vesting period, contingent upon the employee's continuous service/employment with the Company/subsidiary and other conditions as prescribed in the Plan. In essence, Units linked to individual performance indicators are exercisable solely at the end of the vesting period. For instance, in case the vesting period is 3 (three) years, actual vesting for first two years shall be nil and 100% shall vest at the end of 3 (three) years subject to any downward adjustment basis KPI during the vesting period of 3 (three) years and employee is in service/employment at the end of vesting period of 3 (three) years.

Within the framework defined above, the Committee shall have power to select and define the corporate performance parameters and individual KPI for an employee or class thereof based on their roles alongside the relative weightages assigned to each parameter. The specific vesting conditions subject to which Vesting would take place shall be specified in the letter of Grant issued to the grantee at the time of grant.

Provided that in case of retirement, all unvested Units shall continue to vest based on the vesting schedule subject to such conditions as may be mentioned in the letter of grant, unless otherwise determined by the Committee in accordance with the Company's policies and provisions of the then prevailing applicable law.

In the event of death or permanent incapacity of an employee, the minimum vesting period shall not be applicable and in such instances, all the unvested Units shall vest with effect from date of the death or permanent incapacity.

Further, the vesting of Units granted to the employees may expire or lapse or forfeit or accelerate in exceptional circumstances as detailed in the Plan.

E. Maximum period within which the Units shall be vested:

All the Units granted on any date shall not vest earlier than the minimum period of 1 (one) year) and not later than the maximum period of 4 (four) years from the date of grant

F. Exercise price or pricing formula:

The exercise price per Unit shall be the face value of equity shares of the Company as on date of grant.

G. Exercise period and process of exercise:

The exercise period in respect of the vested Units shall be subject to a maximum period of 4 (four) years from the date of vesting. The Committee may extend or shorten the exercise period within the maximum period of 4 (four) years.

The vested Unit shall be exercisable by the Unit grantees by a written application to the Company or by any other means as decided by the Committee, expressing his/ her desire to exercise such Units in such manner and in such format as may be prescribed by the Committee from time to time. Exercise of Units shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the Unit grantee. The Units shall lapse if not exercised within the specified exercise period.

Exercise period in case of separation of grantee

S. No.	Events of separation	Vested Units	Unvested Units
1	Resignation / termination (other than due to Misconduct)	All the vested Units as on the date of submission of resignation/ date of termination shall be exercisable by the grantee within 1 (one) month from the last working day of grantee.	All the unvested Units as on date of submission of resignation/ date of termination shall stand cancelled / lapsed/ expired with effect from date of such resignation/ termination.
2	Termination due to Misconduct	All the vested Units at the time of such termination shall stand cancelled / lapsed/ expired with effect from the date of such termination.	All the unvested Units at the time of such termination shall stand cancelled / lapsed/ expired with effect from the date of such termination.
3	Retirement	All the vested Units as on the date of retirement can be exercisable by the grantee within 6 (six) months from the date of retirement.	All unvested Units as on date of retirement shall continue to vest based on the vesting schedules subject to such conditions as may be mentioned in the letter of grant, unless otherwise determined by the Committee in accordance with the Company's policies and provisions of the then prevailing applicable law and shall be exercisable by the grantee within 6 (six) months from the date of vesting of such Units.
4	Death	All vested Units may be exercised by the grantee's nominee or legal heir immediately after, but in no event later than 12 (twelve) months from the date of death of the grantee.	All the unvested Units as on date of Death shall Vest immediately with effect from the date of his/her death to the grantee's nominee or legal heir and can be exercised within 12 (twelve) months from the date of death of the grantee by his/her nominee or legal heirs.
5	Permanent Incapacity / disability	All vested Units may be exercised by the grantee, immediately after, but in no event later than 12 (twelve) months from the date of such incapacity.	All the unvested Units as on date of incurring of such incapacity shall vest immediately with effect from such event to the grantee and can be exercised within 12 (twelve) months from the date of permanent incapacity.
6	Transfer / deputation from / to the Company, Subsidiary company, group company	Exercise period to remain the same as per the terms of the grant. In case of subsequent separation, treatment of vested Units shall be as per applicable circumstance mentioned in this table.	Vesting schedule and exercise period to remain same as per the terms of the grant. In case of subsequent separation, treatment of unvested Units shall be as per applicable circumstance mentioned in this table.
7	Other reasons	The Committee shall decide whether the vested Units as on that date can be exercised by the grantee or not, and such decision shall be final.	All unvested Units on the date of such event shall stand cancelled/ lapsed/ expired unless otherwise required by Applicable Laws.

H. Appraisal process for determining the eligibility of employees under the Plan:

The appraisal process for determining eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters such as length of service, grade, individual performance ratings over past few years, present contribution, potential contribution, conduct, etc. at it may deem relevant.

I. Maximum number of Units to be issued per employee and in aggregate:

The maximum number of Units under the Plan that may be granted per employee (in one of more tranches) and in aggregate shall not be more than 500,000 Units (five lacs only).

J. Maximum quantum of benefits to be provided per employee under the Plan:

The maximum quantum of benefits that will be provided to any eligible employee under the Plan will be the difference between the market value of Company's equity shares on the stock exchanges as on the date of exercise of Units and the exercise price paid by the employee. Accordingly, the maximum quantum of benefits to the employees under the Plan will depend upon the market price of the equity shares considered for the purpose of grant of the Units.

Apart from the grant of Units as stated above, no other benefits are contemplated under the Plan.

K. Whether the Plan is to be implemented and administered directly by the company or through a trust

The Plan shall be implemented and administered directly by the Company through the Committee.

L. Whether the Plan involves new issue of shares by the company or secondary acquisition by the trust or both

The Plan contemplates the issue of fresh/ primary equity shares by the Company.

M. Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

This is currently not contemplated under the Plan.

N. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Plan):

This is currently not contemplated under the Plan.

O. A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15:

The Company shall follow the IND AS 102 on Share-based payments and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SBEB Regulations.

P. Method of Unit valuation:

The Company shall adopt 'fair value method' for valuation of Units as prescribed under IND AS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

Q. Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Units and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

R. Period of lock-in:

The equity shares issued pursuant to exercise of vested Units shall not be subject to any lock-in period restriction in general. Usual restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall apply.

S. Terms & conditions for buyback, if any, of specified securities/ Units covered granted under the Plan:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of the specified securities/ Units if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

A draft copy of the Plan is available for inspection at the Company's registered office / corporate office during normal business hours on all working days until the last working day specified for casting votes through remote e-voting.

None of the directors, key managerial personnel of the Company including their relatives are in any way interested or concerned, financially or otherwise in these resolutions, except to the extent of their shareholding, if any in the Company and/or the Units that may be lawfully granted under the Plan.

The Board recommends the resolutions as set out at Item Nos. 1 & 2 of this notice, for approval of the shareholders by way of Special Resolution.

Item No.3 :

Ms Homai A. Daruwalla (DIN:00365880) was, with the approval of the shareholders by way of a special resolution passed through postal ballot on 15th December, 2018, appointed as an Independent Director of the Company not liable to retire by rotation, for a period of five years effective from 1st November, 2018. Accordingly, the current tenure of Ms Daruwalla is due to expire on 31st October, 2023.

In terms of Section 160 of the Companies Act, 2013 ('the Act'), the Company has received notice from a member of the Company, signifying his intention to propose the candidature of Ms. Daruwalla for re-appointment as an Independent Director of the Company.

The Company has received Ms Daruwalla's consent to act as a Director and a declaration that she is not disqualified from being appointed as a Director in terms of Sections 152 and 164 of the Act, and is also not debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company has also received a declaration from Ms. Daruwalla confirming that she meets the criteria of independence prescribed under the applicable provisions of the Act and the Listing Regulations and that she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence. She has also confirmed that her name is registered in the data bank of Independent Directors as being maintained by Indian Institute of Corporate Affairs in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended.

Ms. Homai A. Daruwalla is a qualified Chartered Accountant, having working experience of more than thirty years in banking sector including the position of Chairman & Managing Director of Central Bank of India and has rich experience in the finance and accounts related matters. She is also on the Board of some listed companies. Ms Daruwalla is advising the Board on the financial and audit related matters.

In the opinion of the Board, Ms Daruwalla is a person of integrity and possesses appropriate qualifications, skills, expertise, experience, knowledge and fulfils the conditions specified in the Act read with Rules made thereunder and the Listing Regulations for her re-appointment as an Independent Director of the Company and she is independent of the management of the Company.

Considering her vast financial experience and the contribution made by Ms Daruwalla during her present association with the Company and based on her performance evaluation, the Board felt that her continued association would be of immense value to the Company and it is desirable to continue to avail the services of Ms Daruwalla as an Independent Director of the Company. Accordingly, the Board of Directors of the Company has at their meeting held on 19th September, 2023, on the recommendation of Nomination and Remuneration Committee, re-appointed Ms Daruwalla for a second term of five consecutive years with effect from 1st November, 2023, subject to approval of members by way of a special resolution in compliance with the provisions of Section 149 of the Act read with Rules thereto and Schedule IV and Regulation 25(2A) of the Listing Regulations. Furthermore, since Ms Daruwalla would be attaining the age of 75 years during her proposed tenure, pursuant to Regulation 17 (1A) of the Listing Regulations, the Company is required to obtain shareholders' approval for her re-appointment as an Independent Director by way of a special resolution. Necessary disclosure for her re-appointment shall be made in the Board's report at the appropriate time.

The relevant information in respect of Ms Daruwalla pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings is provided at Annexure A to this Notice. Draft terms and conditions for re-appointment of Ms Daruwalla as an Independent Director shall be made available for inspection by the members through electronic mode until the last date of e-voting. Members interested in inspecting such documents should send an email at shares.ttl@trivenigroup.com.

The Board commends the passing of Special Resolution set out at Item No.3 of the Notice.

None of the Directors or any KMPs of the Company or their respective relatives except Ms Homai A. Daruwalla and her 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 Special Resolution.

Item No.4 :

Dr. Anil Kakodkar (DIN:03057596) was, with the approval of the shareholders by way of a special resolution passed through postal ballot on 15th December, 2018, appointed as an Independent Director of the Company not liable to retire by rotation, for a period of five years effective from 1st November, 2018. Accordingly, the current tenure of Dr. Kakodkar is due to expire on 31st October, 2023.

In terms of Section 160 of the Companies Act, 2013 ('the Act'), the Company has received notice from a member of the Company, signifying his intention to propose the candidature of Dr. Kakodkar for re-appointment as an Independent Director of the Company.

The Company has received Dr. Kakodkar's consent to act as a Director and a declaration that he is not disqualified from being appointed as a Director in terms of Sections 152 and 164 of the Act, and is also not debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company has also received a declaration from Dr. Kakodkar confirming that he meets the criteria of independence prescribed under the applicable provisions of the Act and the Listing Regulations and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. He has also confirmed that his name is registered in the data bank of Independent Directors as being maintained by Indian Institute of Corporate Affairs in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended.

Dr. Anil Kakodkar, is an Indian nuclear physicist and mechanical engineer. He was the Chairman of the Atomic Energy Commission of India and the Secretary to the Government of India. He was the Director of the Bhabha Atomic Research Centre, Trombay. Dr. Kakodkar is advising the Board for the Company's R&D and other new technology programs.

In the opinion of the Board, Dr. Kakodkar is a person of integrity and possesses appropriate qualifications, skills, expertise, experience, knowledge and fulfils the conditions specified in the Act read with Rules made thereunder and the Listing Regulations for his re-appointment as an Independent Director of the Company and he is independent of the management of the Company.

Considering his scientific achievements and vast technical knowledge, the contribution made by Dr. Kakodkar during his present association with the Company and based on his performance evaluation, the Board felt that his continued association would be of immense value to the Company and it is desirable to continue to avail the services of Dr. Kakodkar as an Independent Director of the Company. Accordingly, the Board of Directors of the Company has at their meeting held on 19th September, 2023, on the recommendation of Nomination and Remuneration Committee, re-appointed for a second term of five consecutive years with effect from 1st November, 2023, subject to approval of members by way of a special resolution in compliance with the provisions of Section 149 of the Act read with Rules thereto and Schedule IV and Regulation 25(2A) of the Listing Regulations. Furthermore, since Dr. Kakodkar has already attained the age of 75 years, pursuant to Regulation 17 (1A) of the Listing Regulations, the Company is required to obtain shareholders' approval for his re-appointment as an Independent Director by way of a special resolution. Necessary disclosure of his re-appointment shall be made in the Board's report at the appropriate time.

The relevant information in respect of Dr. Kakodkar pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings is provided at Annexure A to this Notice. Draft terms and conditions for re-appointment of Dr. Kakodkar as an Independent Director shall be made available for inspection by the members through electronic mode until the last date of e-voting. Members interested in inspecting such documents should send an email at shares.ttl@trivenigroup.com.

The Board commends the passing of Special Resolution set out at Item No.4 of the Notice.

None of the Directors or any KMPs of the Company or their respective relatives except Dr. Anil Kakodkar 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 Special Resolution.

By order of the Board of Directors
For **Triveni Turbine Limited**

Rajiv Sawhney
Company Secretary
Membership No.- A-8047

Noida, September 19, 2023

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

Annexure A

Details of Directors seeking re-appointment through Postal Ballot notice dated 19th September, 2023 pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings .

Name of the Director	Ms Homai A Daruwalla	Dr. Anil Kakodkar
DIN	00365880	03057596
Date of Birth	December 19, 1948	November 11, 1943
Nationality	Indian	Indian
Date of appointment on the Board	November 1, 2018	November 1, 2018
Qualifications	Qualified Chartered Accountant	BE (Mech. Engineering) degree from Bombay University and M.Sc. in the Experimental Stress Analysis from the Nottingham University
Experience and Expertise	She has wide experience in various capacities in Banking Sectors and retired as Chairman & Managing Director of Central Bank of India and has been conferred with many awards. Presently, she is an Executive Advisor / Consultant and having expertise in finance, Accounts and Audit.	He is an Indian Nuclear physicist and mechanical engineer. He is the former Chairman of Atomic Energy Commission and Secretary to Government of India, Department of Atomic Energy. He was awarded Padma Shri, Padma Bhushan and Padma Vibhushan for his recognition in the field of Research and Development related to nuclear reactors. He has vast experience for the development of atomic energy programs in India.
Directorship held in other public Companies	Director AJR Infra & Tolling Ltd. Meliora Asset Reconstruction Company Ltd. Reliance Securities Ltd. Reliance Financials Ltd. Triveni Engineering & Industries Ltd.	Director Walchandnagar Industries Ltd Maharashtra Knowledge Corporation Ltd. Gharda Scientific Research Foundation
Memberships / Chairmanships of Committees in other public Companies*	AJR Infra & Tolling Ltd. Member -Audit Committee Meliora Asset Reconstruction Company Ltd. Member – Audit Committee Reliance Securities Ltd. Member – Audit Committee Reliance Financials Ltd. Member – Audit Committee Triveni Engineering & Industries Ltd. Chairperson- Audit Committee	Walchandnagar Industries Ltd Audit Committee -Member Stakeholders Relationship Committee – Chairman
Name of the Listed Companies from which resigned in the past three years.	None	None
Number of Board Meetings attended during FY 23	6/6	6/6
Terms of appointment / re-appointment along with details of Remuneration	She is entitled to sitting fees for attending meetings of the Board and its committees and profit-related commission, if any in accordance with the provisions of the Companies Act 2013. For terms of re-appointment, refer to Resolution and Explanatory Statement at Item No. 3 of the Notice.	He is entitled to sitting fees for attending meetings of the Board and its committees and profit-related commission, if any in accordance with the provisions of the Companies Act .2013. For terms of re-appointment, refer to Resolution and Explanatory Statement at Item No. 4 of the Notice.
Shareholding in the Company	Nil	Nil
Relationship between directors inter-se	None	None

*The Committees considered above are those prescribed under Regulation 26 of the SEBI (LODR) Regulations, 2015