

By E-filing

REF:TTL:SE:

Date: 3rd April, 2024

BSE Limited Department of Corporate Services, Rotunda Building, P.J. Tower, Dalal Street, Fort, MUMBAI - 400 001 Thru: BSE Listing Centre	National Stock Exchange of India Ltd., Listing Department Exchange Plaza, 5 th Floor, Bandra-Kurla Complex, Bandra (E), MUMBAI - 400 051 Thru: NEAPS
STOCK CODE: 533655	STOCK CODE: TRITURBINE
Sub: Submission of Postal Ballot Notice	

Dear Sirs,

Pursuant to Regulations 30 of the SEBI (LODR) Regulations, 2015, we enclose herewith a copy of the Postal Ballot Notice dated March 30, 2024 together with explanatory statement thereto, seeking approval of the members of the company on the following items by Special Resolutions:

1. Appointment of Mrs. Sonu Halan Bhasin (DIN: 02872234) as an Independent Director on the Board of Directors of the Company.
2. Appointment of Mrs. Amrita Gangotra (DIN: 08333492) as an Independent Director on the Board of Directors of the Company.
3. Re-appointment of Mr. Dhruv M. Sawhney (DIN: 00102999) as Managing Director of the Company.

The Notice is being mailed electronically to those shareholders holding equity shares of the Company as on March 29, 2024 (cut-off date) and whose email IDs are registered with the Company/Depositories.

The Company is providing the remote e-voting facility to its shareholders to cast their votes on the special resolution set forth in the Postal Ballot Notice through its Registrar & Transfer Agent, Alankit Assignment Limited. **The e-voting will commence on Thursday, April 4, 2024 at 9:00 a.m. (IST) and end on Friday, May 3, 2024 at 5.00 p.m. (IST).** During this period, shareholders of the Company holding shares in physical or electronic form as on the **Cut-off date i.e. Friday, March 29, 2024** may cast their vote electronically. The detailed instructions and manner of casting vote through e-voting are provided in the Postal Ballot Notice.

A copy of the Postal Ballot Notice is also being made available on the website of the Company at www.triveniturbines.com

This is for your information and record.

Yours faithfully,

For Triveni Turbine Limited

Arun P Mote

Director

Din : 01961162

Encl: As above

Copy to:

Alankit Assignments Limited Alankit House 4E/2 Jhandewalan Extension New Delhi - 110055, INDIA	National Securities Depository Limited Trade World, A Wing, 4 th & 5 th Floor, Kamala Wing Compound, Lower Parel, Mumbai-400 013.	Central Depository Services (India) Limited 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)

POSTAL BALLOT NOTICE

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

Dear Member(s),

This notice ("Notice") is hereby given pursuant to and in compliance with Sections 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rule Nos. 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Management Rules") (including any statutory amendment(s), modification(s) or re-enactment(s) thereto, for the time being in force), and in accordance with the General Circular No.14/2020 dated April 8, 2020 read with General Circular No.17/2020 dated April 13, 2020 and General Circular No.9/2023 dated September 25, 2023 and other applicable circulars thereto issued by the Ministry of Corporate Affairs from time to time ("MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), and other applicable laws, rules and regulations, if any, the Special Resolutions as set out in this Notice is proposed for consideration by the members of Triveni Turbine Limited ("Company") for passing by means of Postal Ballot through remote e-voting by electronic means only.

A detailed Explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act in respect of the proposed special resolutions specified at Item nos. 1 to 3 of the Notice to be passed through postal ballot (via remote e-voting) setting out all the material facts and the reasons thereof is annexed hereto for your consideration and forms part of the Notice.

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

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

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

Members desiring to exercise their vote through remote e-voting process are requested to carefully read the instructions mentioned in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on Friday, May 03, 2024. The remote e-voting facility will be disabled immediately thereafter and will not be allowed beyond the said date and time.

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

The Scrutinizer will submit his report to the Chairman and Managing Director/Vice Chairman and Managing Director, or in their absence to the Company Secretary after completion of the scrutiny of the votes cast through remote e-voting, who will countersign the same. The results of the Postal Ballot would be announced on or before May 07, 2024.

The results declared along with the Scrutinizer Report will be displayed at the Registered Office and Corporate Office of the Company and communicated to the Stock Exchanges where the equity shares of the Company are listed i.e. the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), in accordance with the provisions of the Act. The result will

also be displayed at the Company's website i.e. www.triveniturbines.com and on the website of NSDL at www.evoting.nsdl.com.

The Special Resolutions, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e. May 03, 2024. The Scrutinizer's decision on the validity of e-voting shall be final.

Special Business

1. Appointment of Mrs. Sonu Halan Bhasin (DIN: 02872234) as an Independent Director on the Board of Directors 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 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 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), Mrs. Sonu Halan Bhasin (DIN: 02872234), who was appointed as an Additional Director (designated as 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 based on the recommendations of the Nomination and Remuneration Committee of the Company, and 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 appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from April 01, 2024 to March 31, 2029.

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.”

2. Appointment of Mrs. Amrita Gangotra (DIN: 08333492) as an Independent Director on the Board of Directors 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 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 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), Mrs. Amrita Gangotra (DIN: 08333492), who was appointed as an Additional Director (designated as 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 based on the recommendations of the Nomination and Remuneration Committee of the Company, and 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 appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from April 01, 2024 to March 31, 2029.

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.”

3. Re-appointment of Mr. Dhruv M. Sawhney (DIN: 00102999) as Managing Director

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) of the Listing Regulations (“Listing Regulations”) and other applicable provisions (including any statutory modifications, amendments or re-enactments thereto for the time being in

force), the relevant provisions of the Articles of Association of the Company, and subject to such approvals as may be required, consent and approval of the Company be and is hereby accorded to the re-appointment of Mr. Dhruv M. Sawhney (DIN: 00102999) as Managing Director of the Company (designated as Chairman & Managing Director) for a period of 5 (five) years, on the expiry of his present term of office i.e. with effect from May 10, 2024, on the remuneration and terms and conditions as set out in the Explanatory Statement annexed to this Notice and whose period of office shall be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (on the recommendations of the Nomination & Remuneration Committee) be and are hereby authorized to revise, amend, alter and vary the terms and conditions of re-appointment and remuneration of Mr. Dhruv M. Sawhney, Managing Director in such manner as may be permissible in accordance with the provisions of the Act read with Schedule V and other applicable laws/regulations, if any or any modification or enactment thereto, and as may be agreed to by and between the Board of Directors and Mr. Dhruv M. Sawhney, without any further reference to the shareholders in general meeting.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, where in any financial year during the term of office of Mr Dhruv M. Sawhney as Managing Director, the Company has no profits or its profits are inadequate, the Board, on the basis of the recommendation of the Nomination and Remuneration Committee, is hereby authorized to approve and pay remuneration to the Managing Director by way of salary, perquisites and other allowances, whether or not the same is above the limits specified in Schedule V to the Act and Regulation 17(6)(e) of the Listing Regulations, including any statutory amendment or modifications thereof, which shall be subject to applicable compliances thereunder.

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

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

By order of the Board

Sd/-

Rajiv Sawhney

Company Secretary

M. No. A8047

Place: Noida

Date: March 30, 2024

NOTES:

1. The Explanatory Statement, pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“Act”) in respect of proposed special resolutions to be passed through postal ballot, along with details in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), are annexed hereto and forms part of this notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/RTA and to all members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, March 29, 2024 as received from the Depositories. The Ministry of Corporate Affairs vide the MCA Circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.
3. The Notice is also available on the website of the Company at www.triveniturbines.com, on the website of stock exchanges i.e. National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) at www.nseindia.com and www.bseindia.com respectively and on the website of the NSDL i.e. www.evoting.nsdl.com.
4. Voting Rights of shareholders shall be in proportion to their Equity Share of the paid-up equity share capital of the Company as on Friday, March 29, 2024, 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 Thursday, April 04, 2024 and ends at 5:00 p.m. (IST) on Friday, May 03, 2024. 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, Company Secretaries, as Scrutinizer for conducting the postal ballot process through remote e-voting in accordance with the law and in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman and Managing Director/Vice Chairman and Managing Director of the Company, or in their absence, to the Company Secretary, after completion of scrutiny of postal ballot process. The results of the postal ballot will be announced on or before Tuesday, May 07, 2024 and will be displayed on the website of the Company (i.e. www.triveniturbines.com), NSDL (i.e. www.evoting.nsdl.com) and intimated to the NSE and BSE.
7. All the material documents referred to in the Explanatory Statement are available for inspection by the members of the Company at the registered office / corporate office during normal business hours on all working days until the last working day specified for casting votes through remote e-voting. Members seeking to inspect such documents can send an email to shares.ttl@trivenigroup.com.
8. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities vide its circular dated March 16, 2023 and November 17, 2023. The concerned members are therefore urged to furnish PAN, KYC and Nomination by submitting the prescribed forms, duly filled up and signed. The members holding equity shares in physical mode can register/update the KYC and other details including email address and mobile number by submitting the requisite ISR Form(s) along with the supporting documents mentioned in the respective Form. ISR Form(s) are available on the website of the Company at www.triveniturbines.com and on the link: <https://www.alankit.com/pdf/ISR-1.pdf>.

ISR Form(s) and the supporting documents can be provided by any one of the following modes:

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below;

Name	AlankitAssignments Limited
Address	Unit: Triveni Turbine Limited, 4E/2, Jhandewalan Extrension, New Delhi-110055.

- c) 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.

9. **Voting through Electronic Means**

In terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ('the Rules') read with MCA Circulars, and Regulation 44 of the Listing Regulations, the Company is providing facility to exercise votes on the special business contained in this Notice through electronic voting system only, to members holding shares as on Friday, March 29, 2024 being the Cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the E-voting platform provided by NSDL.

As per SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 inter-alia on "e-Voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participants (DPs) in order to increase the efficiency of the voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

10. **Instructions for Shareholders for remote e-voting:** The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for I D e A S P o r t a l” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="margin-right: 20px;">  </div> <div>  </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"> <div style="margin-right: 20px;">  </div> <div>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

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

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

4. Your User ID details are given below :

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

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

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjaygrover7@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your

password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to rta@alankit.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to rta@alankit.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Item Nos. 1 and 2

Pursuant to the relevant provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), provisions of Articles of Association of the Company, and considering the vacancy caused by the resignation of Mrs. Homai A. Daruwalla (DIN:00365880) as Independent Director of the Company and as part of succession planning and for the smooth transition as also to strengthen the Board of the Company, the Board of Directors of the Company had, based on the recommendation of the Nomination and Remuneration Committee, at their meeting held on March 30, 2024, approved the appointment of Mrs. Sonu Halan Bhasin (DIN: 02872234) (“Mrs. Bhasin”) and Mrs. Amrita Gangotra (DIN: 08333492) (“Mrs. Gangotra”) as Additional Directors (designated as Non-Executive Independent Director), for respective term of 5 (five) consecutive years with effect from April 01, 2024, subject to the approval of members.

As per the provisions of Section 161 of the Act, Mrs. Bhasin and Mrs. Gangotra shall hold office up to the date of the next Annual General Meeting (“AGM”). Furthermore, pursuant to Regulation 17(1C) of the Listing Regulations, approval of the members of the Company is required to be taken at the next general meeting or within a time period of three months from the date of their appointment, whichever is earlier. However, pursuant to Regulation 25(6) of the Listing Regulations, in the case of resignation of an independent director, the new independent director shall be appointed at the earliest but not later than three months from the date of such vacancy. Mrs. Bhasin and Mrs. Gangotra are eligible to be appointed as Independent Directors for a term up to 5 (five) consecutive years. The Company has received notice under Section 160 of the Act from a member, signifying his intention to propose the candidatures of Mrs. Bhasin and Mrs. Gangotra for their appointment as Independent Directors of the Company.

The Company has received consent from Mrs. Bhasin and Mrs. Gangotra to act as a Director and a declaration that they are not disqualified from being appointed as Directors in terms of Sections 152 and 164 of the Act, and are 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 Mrs. Bhasin and Mrs. Gangotra confirming that they meet the criteria of independence as prescribed under the applicable provisions of the Act and Listing Regulations and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective of independent judgment and without any external influence. Mrs. Bhasin and Mrs. Gangotra have also confirmed that their names are 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 of the Act, as amended.

In the opinion of the Board, Mrs. Bhasin and Mrs. Gangotra are persons of integrity and possess appropriate skills, expertise,

experience and knowledge, and fulfil the conditions specified in the Act read with Rules made thereunder and the Listing Regulations for their appointment as Independent Directors of the Company and they are independent of the management of the Company. Considering their extensive experience and expertise across various domains, the Board considers that their association would be of immense benefit to the Company.

The draft terms and conditions for appointment of Mrs. Bhasin and Mrs. Gangotra as Independent Directors shall be made available for inspection by the members through electronic mode. The relevant information (including brief profile) in respect of Mrs. Bhasin and Mrs. Gangotra pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings is provided in this Notice.

As per the provisions of the Act, the appointment of an independent director requires approval of the shareholders. However, as per Regulation 25(2A) of the Listing Regulations, the appointment of an independent director shall be subject to approval of the shareholders by way of special resolution. Accordingly, the Board recommends the passing of Special Resolutions set out at Item Nos. 1 & 2 of the Notice.

None of the Directors or any KMPs of the Company or their respective relatives except Mrs. Bhasin and Mrs. Gangotra, the appointees and their 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 both these Special Resolutions.

Item No. 3

The members of the Company had, vide special resolution passed through postal ballot on March 28, 2019, approved the re-appointment and remuneration of Mr. Dhruv M. Sawhney as Managing Director of the Company (designated as Chairman & Managing Director) for a period of five years with effect from May 10, 2019 and his tenure will expire by efflux of time on May 9, 2024. During his current term, Mr. Sawhney has played a significant role in the spectacular success of Triveni Group. Mr. Sawhney has extensive industry knowledge, experience and expertise in the steam turbine business, coupled with strategic planning and management experience. The Company has grown manifold in the domestic and international markets. The Company leverages its subsidiaries in Dubai, South Africa, and the UK and has also recently incorporated a subsidiary in the US for the organic growth.

Under his guidance, the Company has significantly enhanced its product offerings and has added lucrative segments such as API drive and API power generation drives. The Company has widened its aftermarket portfolio by venturing into refurbishment and services for third party rotating equipment such as Utility Turbines, Rotors, Compressors which go beyond its traditional steam turbines offerings. Both these endeavors have expanded the addressable market of the Company multi fold. In addition, the Company has made acquisition by acquiring 70% stake in TSE Engineering Pty Ltd, South Africa which has resulted into increasing its international presence and proximity to customer base in SADC region. The Company is continuously investing in R&D and championing the energy transition efforts through development of new products such as sub-critical and super critical CO² power blocks. Not only that, he has been instrumental to people development by focusing on a culture that values learning and growth. He has played a vital role in resolving the dispute with GE/DI Netherlands pursuant to which the Company has received a settlement consideration of Rs.208 crore and now the Company independently deals with Steam Turbines in 0-100 MW range. Also the financial performance of the Company has grown considerably in terms of revenue, profitability, order booking and maintains healthy working capital and cash balance.

Keeping in view Mr. Sawhney's extensive and diverse experience, leadership capabilities, entrepreneurship skills, contribution and role in expanding the Company's business in India and internationally; good health condition and also to ensure an orderly and seamless succession planning and smooth transition of leadership/management of the Company, the Board of Directors of the Company at their meeting held on March 30, 2024 have, on the recommendation of the Nomination and Remuneration Committee, and subject to necessary approvals as may be required, approved re-appointment of Mr. Dhruv M. Sawhney as Managing Director of the Company (designated as Chairman & Managing Director), for a further period of 5 (five) years with effect from May 10, 2024. Continued guidance and involvement by Mr. Sawhney would be useful for the Company given the recent change in top management of the Company.

During his current tenure, Mr. Sawhney has not drawn any remuneration from the Company, except certain benefits/facilities incidental to performance of his official duties. However, he has been drawing remuneration from Triveni Turbines DMCC, Dubai (UAE) (TTDMCC), wholly owned step down subsidiary, consisting of basic salary of AED 150,000 per month and entitled to certain additional benefits, including housing and performance bonus.

On his re-appointment, Mr. Sawhney shall continue to oversee both domestic and international business as well as management/leadership transition in order to support the Company's business growth in the upcoming years and continue to draw remuneration from TTDMCC, Dubai. Only in the event that Mr. Sawhney ceases to be in employment of TTDMCC during his tenure, he will be entitled to draw following remuneration from the Company which is in line with the relevant provisions of the Act and Listing Regulations and is similar to the remuneration approved by the shareholders earlier in 2019, with the cap on performance bonus as mentioned hereunder:

1. Salary:

Rs.25,00,000/- (Rupees Twenty five lakh only) per month in the scale of Rs.25,00,000/- to Rs.45,00,000/- with such annual increments as may be decided by the Board/Nomination & Remuneration Committee effective 1st April each year.

2. Allowances and Perquisites:

(i) Housing:

- a) Leased residential accommodation having rent upto 60% of the Salary or House Rent Allowance at the rate of 60% of Salary as per the Rules of the Company.
- b) Actual expenses pertaining to maintenance of accommodation, gas, electricity, water and other utilities will be borne/reimbursed by the Company.
- c) The Company shall provide such furniture, furnishing, domestic help and security guards at his residence as may be required.

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

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

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

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

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

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

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

Explanation:

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

3. Commission/Performance Bonus: As may be decided by the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, from year to year, which shall not exceed 2% of the net profit of the Company for each financial year.

4. Amenities:

- i) **Communication facilities:** The Company shall provide appropriate telephones, including cellular phones, telefax, internet and other communication facilities at the Managing Director's residence, for discharging his functions effectively.
- ii) The Company shall provide office space, if required by the Managing Director either at his residence or any other convenient place for discharging his official duties along with the required office infrastructure and facilities.
- iii) The Managing Director shall be entitled to the reimbursement of expenses actually incurred on official traveling and board and lodging for self and also for spouse, if considered expedient to accompany him in the Company's interests, during domestic or overseas business trips and reimbursement of entertainment expenses incurred in the course of business of the Company.

Explanation:

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

Overall Remuneration

The total remuneration including salary, allowances and perquisites payable to Mr. Dhruv M Sawhney in any financial year during his current term of five years shall be in accordance with the applicable provisions of Section 197 and/or Schedule-V of the Act read with Regulation 17(6)(e) of the Listing Regulations (as amended from time to time).

Minimum Remuneration

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

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

Mr. Dhruv M. Sawhney is also the Chairman & Managing Director of one of the promoter companies viz. Triveni Engineering & Industries Ltd. and presently has not been drawing any remuneration from that Company too except for certain benefits/facilities incidental to performance of his official duties.

Mr. Dhruv M. Sawhney satisfies all the conditions set out in the relevant provisions of the Act for being eligible for his re-appointment. Mr. Sawhney, being eligible, offers himself for re-appointment. The relevant information (including brief profile) in respect of Mr. Sawhney pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings is provided in this Notice.

Since Mr. Sawhney, a Non-Resident Indian, has attained the age of about 80 years, his re-appointment and payment of remuneration are subject to the approval of the shareholders by way of Special Resolution, as per the provisions of Sections 196 and 197 read with Schedule V of the Act and Regulation 17(6)(e) of the Listing Regulations.

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

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

The Board recommends the passing of Special Resolution at Item No. 3 of the Notice.

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

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

Name of Director	Mrs. Sonu Halan Bhasin	Mrs. Amrita Gangotra	Mr. Dhruv M. Sawhney
DIN	02872234	08333492	00102999
Date of Birth	September 28, 1963	August 03, 1965	26 th June 1944
Age	60 years	58 years	80 years
Nationality	Indian	Indian	Indian
Date of First Appointment on the Board	April 01, 2024	April 01, 2024	10 th May, 2011
Qualifications	Mrs. Bhasin has a degree in B.Sc. (Hons.) Mathematics from St. Stephen's College, Delhi University and an MBA from Faculty of Management Studies, Delhi University.	Mrs. Gangotra holds a degree of B.Sc (Mathematics) from Sri Venkateshwara College and M.Sc - Operational Research (Gold Medalist) from Hindu College, University of Delhi. She has also done an Executive program in management from INSEAD	Graduate with a Master's degree in Mechanical Sciences from Emmanuel College, University of Cambridge, U.K. and an M.B.A with distinction from the Wharton School, University of Pennsylvania
Experience and Expertise	<p>Mrs. Sonu Bhasin is one of the early and senior women professionals in the industry with an experience of more than 30 years and has set up and managed large businesses, and diverse teams, across financial and non-financial sectors in India and overseas.</p> <p>Mrs. Bhasin is the Founder and Managing Director of FAB – Families and Business. This platform, since November 2014, is a platform for Family Business Owners (SMEs) helps them build multi-generational businesses. She has also served as the COO of Tata Capital - Travel Forex and Cards, Group President (Branch Banking) at Yes Bank, President for Retail Products & Sales Management at Axis Bank, Head of Investment and Third-Party Product Development and Head of Marketing- Wealth Management at ING Vysya Bank. She began her career as a TAS Officer with the Tata Group and spent 13 years with the Group before becoming a Banker.</p> <p>Mrs. Bhasin is also a Business Author with five published books till date and she is also a columnist with The Economic Times, the leading financial daily of India. She has been named as one of the Global 100 most Influential individuals for family enterprises in 2020 and was inducted into the FBU Family Business Hall of Fame in 2022.</p> <p>Her area of expertise includes Governance, Leadership, Finance, Innovation and Entrepreneurship.</p>	<p>Mrs. Gangotra is a commercially focused and award-winning technology leader with experience gained in India, UK and Europe of using technology to drive business performance and deliver value in the Telecommunications, IT services and FMCG sectors. Mrs. Gangotra embarked on an entrepreneurial career journey in 2019 as Founder and Managing Director of ITyukt Digital Solutions which provides consultancy and advisory services in 5G, IoT, AI /ML based digital transformation for Enterprise. Mrs. Gangotra has also served at Vodafone UK as a Head of Enterprise Technology and Vodafone Hungary as the Director Technology. Mrs. Gangotra also worked with Airtel in multiple senior roles wherein she led the technology and innovation. She was also the CIO & GM-ITSM at HCL Comnet and Senior Project Manager at Nestle. Ms. Gangotra started her career as a Research Officer at Allen Bradley and a Sr. System Manager at HCL Ltd. She has been a member of the executive management team at Bharti Airtel and Vodafone Hungary and possesses the experience of mentoring start-ups and technology advisory for PE funds.</p> <p>Her area of expertise includes Information Technology Strategy, Leadership, Innovation and Governance.</p>	<p>He is an industrialist and one of the Promoters of the Company. Mr. Sawhney is Chairman of The Triveni Group comprising of Triveni Turbine Ltd. and Triveni Engineering and Industries Ltd. which have market capitalizations of US\$ 1.6 Billion and US\$ 0.9 Billion respectively. Triveni Turbine is the second largest global manufacturer of industrial steam turbines under 100 MW with a market share of over 20%. Triveni Engineering is one of the largest Global producers of sugar and ethanol with a production of one million tons of sugar annually and a distillation capacity of 880KL per day. deals with over 335,000 farmers at its seven sugar units and is among the leading producers high-speed gears.</p> <p>Mr. Sawhney received the "Chevalier de la Legion d'Honneur" from Late President Chirac of the French Republic, and was made an 'Honorary Lieutenant of the Royal Victorian Order' (LVO) by Late HM Queen Elizabeth II. He chaired the Commonwealth Leadership Development Conferences founded by Late HRH The Duke of Edinburgh to foster and broaden the decision making ability of future leaders. Mr. Sawhney was President of the Confederation of Indian Industry (CII) in 1991/92 when India started its economic liberalization program, and was Co-Chair of the Indo-French CEO's Forum set up by the President of France and the Prime Minister of India for 10 years. He was nominated by the Government of India as the founder Chairman of the Indian Institute of Management Kashipur for 9 years and is a past Chairman of the Doon School, one of India's premier high</p>

			<p>schools and Mr Sawhney is a past President of the All India Chess Federation for 12 years and a Chevalier of the Confrérie des Chevaliers du Tastevin in Burgundy. He chairs the Board of Trustees of Tirath Ram Shah Charitable Trust which runs a private charitable hospital in North Delhi. It is funded by the Triveni Group and the Sawhney family, and provides free and subsidized secondary care to the weaker sections of society. This 200-bed hospital also runs a free training school for nurses.</p> <p>His areas of expertise includes general management, leadership, strategic planning, corporate governance and finance.</p>
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	<p>Appointment as an Independent Director for a term of 5 (five) consecutive years commencing from April 01, 2024 to March 31, 2029, not liable to retire by rotation. As an Independent Director she will be entitled to such remuneration by way of fees, reimbursement of expenses for participation in the Board/Committee's meetings and profit related commission as may be decided by the Board from time to time in accordance the applicable provisions of the Act and Listing Regulations.</p>	<p>Appointment as an Independent Director for a term of 5 (five) consecutive years commencing from April 01, 2024 to March 31, 2029, not liable to retire by rotation. As an Independent Director she will be entitled to such remuneration by way of fees, reimbursement of expenses for participation in the Board/Committee's meetings and profit related commission as may be decided by the Board from time to time in accordance the applicable provisions of the Act and Listing Regulations.</p>	<p>Please refer Item No. 3 of Explanatory Statement</p>
Remuneration last drawn by such person, if applicable	NotApplicable	NotApplicable	<p>Please refer Item No. 3 of Explanatory Statement.</p>
Directorship held in other companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. NIIT Limited 2. Berger Paints India Limited 3. Sutej Textiles and Industries Limited 4. Whirlpool of India Limited 5. Multi Commodity Exchange of India Limited 6. Indus Towers Limited 7. Mahindra First Choice Wheels Limited 8. PNB Metlife India Insurance Company Limited 9. Max Life Pension Fund Management Limited 	<ol style="list-style-type: none"> 1. Max Healthcare Institute Limited 2. Tanla Platforms Limited 3. Valuefirst Digital Media Private Limited 4. Tanla Digital Labs Private Limited 5. Tanla Digital (India) Private Limited 6. Karix Mobile Private Limited 7. India1 Payments Limited 	<ol style="list-style-type: none"> 1. Triveni Engineering and Industries Limited – Chairman & Managing Director 2. Triveni Energy Solutions Limited 3. Triveni Foundation
Memberships/ Chairmanships of Committees in other public companies	<p>Whirlpool of India Limited <u>Member</u> Audit Committee Nomination & Remuneration Committee Stakeholders Committee</p> <p>Sutej Textiles and Industries Limited <u>Member</u> Corporate Social Responsibility Committee</p>	<p>Max Healthcare Institute Limited <u>Chairperson</u> IT Strategy Committee <u>Member</u> Audit Committee Risk Management Committee CSR Committee</p>	<p>Chairperson Risk Management Committee of Triveni Engineering and Industries Limited</p>

	<p>Finance and Corporate Affairs Committee</p> <p>Stakeholders Committee</p> <p>Berger Paints India Limited</p> <p><u>Chairperson</u></p> <p>Audit Committee</p> <p>PNB MetLife India Insurance Company Limited:</p> <p><u>Chairperson</u></p> <p>ALM and Risk Management Committee</p> <p><u>Member</u></p> <p>Audit Committee</p> <p>Nomination & Remuneration Committee With Profits Committee</p> <p>Max Life Pension Fund Management Limited</p> <p><u>Chairperson</u></p> <p>Nomination & Remuneration Committee</p> <p><u>Member</u></p> <p>Investment Committee</p> <p>Indus Towers Limited</p> <p><u>Chairperson</u></p> <p>ESG Committee</p> <p>Corporate Social Responsibility Committee</p> <p><u>Member</u></p> <p>Nomination & Remuneration Committee</p> <p>Audit Committee</p> <p>Multi Commodity Exchange of India Limited</p> <p><u>Chairperson</u></p> <p>Core Settlement Guarantee Fund Committee</p> <p>Risk Management Committee</p> <p>Investment Committee</p> <p><u>Member</u></p> <p>Corporate Social Responsibility Committee</p> <p>Nomination & Remuneration Committee</p> <p>Standing Committee of Technology</p> <p>Mahindra First Choice Wheels Limited</p> <p><u>Member</u></p> <p>Audit Committee</p> <p>Nominations & Remuneration Committee</p>	<p>Tanla Platforms Limited</p> <p><u>Chairperson</u></p> <p>Risk Management Committee</p> <p><u>Member</u></p> <p>Audit Committee</p> <p>Nomination and Remuneration Committee</p> <p>Stakeholders Relationship Committee</p> <p>India1 Payments Limited</p> <p><u>Chairperson</u></p> <p>Nomination and Remuneration Committee</p> <p><u>Member</u></p> <p>Audit Committee</p> <p>CSR Committee</p>	
Number of Board Meetings attended during FY 2024	NotApplicable	NotApplicable	7 / 7
Name of the listed companies from which resigned in the past three years	1. Kfin Technologies Limited	None	Nil
Shareholding in the Company	Nil	Nil	2,29,55,029 equity shares of Re.1/- each representing 7.22% of share capital of the Company
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None	Mr. Dhruv M. Sawhney is the father of Mr. Nikhil Sawhney, Vice Chairman and Managing Director and Mr. Tarun Sawhney, Director of the Company.