

Date: September 29, 2022

BSE Ltd. 1 st Floor, New Trading Ring, Rotunda Building, P.J. Tower, Dalal Street, Fort, MUMBAI-400 001 Thru : BSE Listing Centre	National Stock Exchange of India Ltd., Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), MUMBAI-400 051 Thru : NEAPS
STOCK CODE: 533655	STOCK CODE: TRITURBINE

Subject: Submission of Postal Ballot Notice

Dear Sir,

We enclose, in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, a copy of the Postal Ballot Notice dated 27th September, 2022 together with the Explanatory Statement thereto, seeking approval of the Members by way of a special resolution for re-appointment of Mr Arun Prabhakar Mote as Whole-time Director (designated as Executive Director”) of the Company for a period of two years w.e.f November 1, 2022.

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 M/s KFin Technologies Limited for facilitating e-voting to enable the shareholders to cast their votes electronically . The e-voting will commence on Friday, September 30, 2022 at 10:00 a.m. (IST) and closes on Saturday, October 29, 2022 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, September 23, 2022 may cast their vote electronically.

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.

Thanking you,

Yours faithfully,

For Triveni Turbine Ltd.



Rajiv Sawhney

Company Secretary

Membership no A 8047

Encl: As above

Alankit Assignments Limited	National Securities Depository Limited	Central Depository Services(India) Limited
4E/2, Jhandewalan Extension New Delhi 110055	Trade World , A Wing 4 & 5" Floor, Kamala Wing Compound, Lower Parel, Mumbai-400013.	Marathon Futurex, A-Wing, 25 TH Floor , N M Joshi Marg, Lower Parel, Mumbai-400013.



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 "**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 Circular No.3/2022 dated May 5, 2022 and other applicable circulars thereto issued by the Ministry of Corporate Affairs from time to time ("**Relevant 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 Resolution as set out in this Notice is 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.

SPECIAL BUSINESS

1. **Re- appointment of Mr. Arun Prabhakar Mote (DIN: 01961162) as Whole-time Director (designated as Executive Director") of the Company for a period of two years w.e.f November 1, 2022.**

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members be and is hereby accorded to re-appoint Mr. Arun Prabhakar Mote (DIN: 01961162) as a Whole-time Director, designated as an Executive Director, for a period of two years commencing from the expiry of his present term of office, i.e., with effect from November 1, 2022 to October 31, 2024 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re appointment and / or remuneration as it may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

By order of the Board

Place : Noida (U.P)
Date : September 27, 2022

Rajiv Sawhney
Company Secretary
Membership No. A8047

Notes:

1. A Statement pursuant to the provisions of Sections 102 and 110 of the Act read with the Rules, setting out all material facts in respect of a proposed Special Resolution given as item no 1 to be passed through the Postal Ballot is attached and forms part of this Notice.

2. The Ministry of Corporate Affairs (“MCA”) has, vide Relevant Circulars, permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. The communication of the assent or dissent of the Members would take place through the process of e-voting instead of dispatching physical postal ballot form.
3. In compliance with provisions of Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with KFin Technologies Limited (“KFINTECH”), for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form.
4. In accordance with the Relevant Circulars, Notice of Postal Ballot and the e-voting instructions along with the User ID and Password are being sent only by electronic mode to those Members who have registered their email address with their Depository Participant(s) (“DPs”) or with Alankit Assignments Limited, the Registrar and Share Transfer Agent of the Company (“Alankit”) and whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited (“Depositories”) as on **Friday, September 23, 2022 (“Cut-off Date”)**. Members will not receive physical copies of the postal ballot notice, postal ballot form, or pre-paid business reply envelope for this postal ballot.
5. This Postal Ballot Notice will also be available on the Company’s website at www.triveniturbines.com, the stock exchanges’ websites at www.bseindia.com and www.nseindia.com, and KFINTECH website at <https://evoting.kfintech.com>.
6. In terms of provisions of Regulation 40 of the Listing Regulations as amended from time to time, requests for effecting transfer of securities (including transmission/transposition) cannot be processed by the listed companies unless the securities are held in dematerialized form. Further in terms of SEBI circular dated January 25, 2022, the listed companies shall issue the securities in dematerialized form only while processing the service requests for (a) issue of duplicate securities certificate; (b) claim from Unclaimed Suspense Account; (c) Renewal/ Exchange of securities certificate; (d) Endorsement; (e) Sub-division/ Splitting of securities certificate; (f) Consolidation of securities certificates/folios. The Company/RTA shall verify and process the service requests for the aforesaid purposes and thereafter issue a ‘Letter of Confirmation’ in lieu of physical securities certificate(s), to the securities holder/ claimant. Such ‘Letter of Confirmation’ shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/ claimant shall make a request to the Depository Participant for dematerializing the said securities, failing which the RTA/Company shall credit the securities to the Suspense Escrow Demat Account of the Company. Necessary Form ISR-4 for the aforesaid service requests is available on the website of the Company at www.triveniturbines.com. Accordingly, members are requested to make service requests for aforesaid purposes by submitting a duly filled up and signed Form ISR – 4 directly to the Company’s RTA, M/s. Alankit Assignments Limited, along with the documents / details specified therein for processing at Alankit Heights , Unit Triveni Turbine Limited 4E/2 Jhandewalan Extension New Delhi -110055 .

SEBI has also, vide its Circular dated November 3, 2021, made it mandatory for holders of physical securities to furnish PAN, KYC and Nomination/Opt-out of Nomination details to avail any investor service. Folios wherein any one of these details are not registered by April 1, 2023 shall be frozen. The concerned members are therefore urged to furnish PAN, KYC and Nomination/ Opt out of Nomination by submitting the prescribed forms, duly filled up and signed, by email from their registered email id to rta@alankit.com or by sending a physical copy of the prescribed form duly filled up and signed by all the registered holders to the Company’s RTA, M/s. Alankit Assignments Ltd at the address stated above. The forms for updating the aforesaid details are available on the website of the Company at www.triventurbines.com. Members who are holding shares in demat form are requested to approach their respective Depository Participants (‘DPs’) for change of address, registration of e-mail address, nomination and updation of bank account details etc.

7. Only through the remote e-voting mechanism would members be able to cast their votes and express their consent or dissent to the proposed resolution. Only members whose names appear on the Register of Members/List of Beneficial Owners as of the Cut-Off Date are eligible to vote electronically. This message should be treated as information solely by anyone who becomes member after the Cut-Off Date.
8. A member’s or beneficial owner’s (in the case of electronic shareholding) voting rights are proportional to their shareholding in the Company’s paid-up equity share capital on the Cut-Off Date. i.e. **September 23, 2022**.
9. The instructions for e-voting are included in this postal ballot notice. The members are requested to read carefully to cast their vote electronically by 5:00 p.m. IST on Saturday, October 29, 2022 (the last day to cast ballots electronically), failing which it will be strictly considered that no vote has been received from the shareholder.

10. **The e-voting period begins on Friday, September 30, 2022 at 10:00 a.m. (IST) and closes on Saturday, October 29, 2022 at 5:00 p.m. (IST). Members who wish to vote should do so during this time frame in order to be considered.**
11. The Scrutinizer will submit his report to the Chairman/Vice Chairman & Managing Director after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on or before October 31, 2022. The resolution if approved by requisite majority shall be deemed to have been passed on the last day of e-voting, i.e. October 29, 2022.
12. The declared results along with the report of the scrutinizer shall be communicated to the BSE Limited and National Stock Exchange of India Limited, where the equity shares of Company are listed, and shall be uploaded on the website of the Company www.triveniturbines.com, website of KFin Technologies limited <https://evoting.kfintech.com>.
13. The instructions for e-voting for shareholders are as under:

Instructions for voting through e-voting:

- a. Pursuant to SEBI Circular No. SEBI/HO/CFD/ th CMD/CIR/P/2020/242 dated December 9, 2020 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 Participant (s) (‘DPs’) in order to increase the efficiency of the voting process.
- b. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. The members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- c. The process and manner for e-voting in respect of postal ballot are explained herein below:

PROCEDURE FOR ‘E-VOTING’:

1. E-VOTING FACILITY:

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

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:

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 above.

	<p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsd.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>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.</p> <p>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility.</p> <p>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.</p> <p>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.</p>

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

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

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

Details on Step 2 are mentioned below:

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

- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVENT), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL:<https://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVENT (E-Voting Event Number) xxxx, followed by folio number.-In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., "Triveni Turbine Limited" and click on "Submit"
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution.
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative on its behalf to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id sureshguptaacs@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_Event No."
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:

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

General Instructions

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

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

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

Ms. C Shobha Anand, Dy. Vice President, Toll Free No. 1800 309 4001
KFin Technologies Limited, Selenium Building B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.

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

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

Item no 1.

The Board of Directors of the Company at its meeting held on September 27, 2022 has, subject to approval of Members, reappointed Mr. Arun Prabhakar Mote (DIN: 01961162) as a Whole-time Director, designated as an Executive Director, for a period of two years commencing from the expiry of his present term of office, i.e. with effect from November 1, 2022 to October 31, 2024, on the existing remuneration and other terms and conditions as recommended by the Nomination and Remuneration Committee of the Board (the "NRC").

Members' approval is sought for the re appointment of and remuneration payable to Mr Arun Prabhakar Mote as Whole-time Director, designated as an Executive Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 (the "Act").

Broad particulars of the terms of re-appointment of and remuneration payable to Mr Arun Prabhakar Mote are as under:

(a) Salary, Perquisites and Allowances (Salary) per annum:

Salary, Perquisites and Allowances shall be Rs.2.72 crore (Rupees Two crore and seventy two lakh only) per annum. Annual increment in the Salary shall be as determined by the NRC effective 1st April every year. The annual increment will be merit based and will take into account the performance of the Company.

The perquisites and allowances, as aforesaid, shall include leased residential accommodation or house rent allowance in lieu thereof, special allowance, medical reimbursement, insurance coverage, leave travel allowance and leave encashment, as per rules of the Company. The said perquisites and allowances shall be determined, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be determined at actual cost.

(b) Contribution to provident fund, gratuity, etc.

The Company's contribution to provident fund, and gratuity payable as per the rules of the Company, shall be in addition to the remuneration under (a) above.

(c) Performance Bonus:

In addition to the salary, perquisites and allowances as set out above, Mr. Arun Prabhakar Mote shall be entitled to receive remuneration by way of performance bonus as may be determined by the Board for each financial year.

(d) Reimbursement of Expenses:

Expenses incurred for travelling, boarding and lodging for Company's business, provision of car with driver and communication expenses at residence including cellular phone, internet and other communication facilities for official duties shall be reimbursed as per rules of the Company and shall not be considered as perquisites.

(e) Overall Remuneration:

The overall remuneration payable every year to the Executive Director by way of salary, perquisites and allowances, and performance bonus shall not exceed the limits prescribed under Sections 196, 197 read with Schedule V and other applicable provisions of the Act as for the time being in force including any statutory modification(s) or re-enactment(s) thereof.

Mr. Arun Prabhakar Mote will not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof. Further, Mr. Arun Prabhakar Mote has presently not been drawing any remuneration from any other company.

The proposed remuneration is commensurate with the size and complexity of the business.

(f) General:

- i. The Executive Director shall perform such duties as shall from time to time be entrusted to him by the Board / Managing Director, subject to superintendence, guidance and control of the Managing Director / Board.
- ii. The Executive Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- iii. The Executive Director shall adhere to the Company's Code of Conduct.
- iv. The office of Executive Director shall be liable to determination by retirement of directors by rotation in accordance with relevant provisions of the Act.
- v. The office of the Executive Director may be terminated by the Company or by him by giving, 3 (three) months' prior notice in writing.
- vi. The Employment of the Executive Director may be terminated by the Company without notice or payment in lieu of notice:-

- (a) If the Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associate Company to which he is required to render services ;
or
- (b) In the event of any serious repeated or continuing breach of non-observance by the Director of any of the stipulations contained in terms of employment with the Company ; or
- (c) In the event the Board expresses its loss of confidence in the Director.

Upon termination by whatever means of the Executive Director's employment, the Director shall immediately tender his resignation from the office as Director of the Company and from such other offices held by him in Company or any subsidiary or associate Company and other entities without claim for compensation for loss of office.

The Executive Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of its subsidiary or associate Company.

Mr. Arun Prabhakar Mote is not disqualified from being appointed as Director in terms of Section 164 of the Act, and satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment, except that he will be attaining the age of 70 years during his proposed tenure, as per the provisions of Sections 196 of the Act. Hence his re-appointment is subject to approval of the shareholders by way of a special resolution.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Arun Prabhakar Mote under Section 190 of the Act.

Details of Mr. Arun Prabhakar Mote, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice.

Mr. Arun Prabhakar Mote is interested in the resolution set out at Item No.1 of the Notice. The relatives of Mr. Arun Prabhakar Mote may be deemed to be interested in the resolution set out at Item No.1 of the Notice, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board commends the Special Resolution set out at Item No.1 of the Notice for approval by the Members.

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

Place : Noida (U.P)
Date : September 27, 2022

By order of the Board

Rajiv Sawhney
Company Secretary
Membership No. A8047

Annexure A**Details of Director seeking re-appointment through Postal Ballot notice dated 27th September 2022 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Name of the Director	Mr. Arun Prabhakar Mote
Date of Birth	January 9, 1953 (69 years)
Nationality	Indian
Date of appointment on the Board	November 1, 2012
Qualifications	Masters' Degree in Technology from the IIT - Bombay and a Masters Degree in Business Administration from the Jamnalal Bajaj Institute of Management Studies Bombay University.
Expertise	He has over 45 years of varied experience in the engineering industry including as a Business Head/CEO/ Executive Director of a company. He holds experience in the areas of general management practices and processes, business development, strategic planning, global business opportunities, manufacturing, engineering.
Directorship held in other public companies	Triveni Energy Solutions Limited
Memberships/Chairmanships of Committees in other public companies	Nil
Name of the Listed Companies from which resigned in the past three years	Nil
Number of Board Meetings attended during FY 22-23	3 out 4
Details of Remuneration last drawn	Remuneration for the financial year 2021-22 was Rs 29.96 million which included Salary, Benefits, Perquisites, allowance and Performance Bonus but does not include the provisions for encashable leave, gratuity.
No of Shares held in the Company including shareholding as beneficial owner	Nil
Relationship between directors inter-se	Not Applicable

By order of the Board

Place : Noida (U.P.)
Date : 27th September, 2022Rajiv Sawhney
Company Secretary
Membership No. A8047