

Directors' Report

Your Directors have pleasure in presenting the 85th Annual Report and audited financial statements for the Financial Year (FY) ended March 31, 2021.

FINANCIAL RESULTS

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	2020-21	2019-20	2020-21	2019-20
Revenue from operations (Gross)	469320.49	442357.18	470335.14	443663.22
Operating Profit (EBITDA)	58422.73	57283.31	58860.45	57944.71
Finance cost	5143.70	7931.70	5163.17	7933.13
Depreciation and Amortisation	7908.76	7489.12	7908.76	7489.12
Profit before exceptional items & tax	45370.27	41862.49	45788.52	42522.46
Exceptional Items	(2183.14)	282.04	66.95	0.00
Profit before Tax	43187.13	42144.53	45855.47	42522.46
Tax Expenses	15856.27	9396.01	16516.24	11049.25
Profit after Tax, before Share of Net Profit of Associates	27330.86	32748.52	29339.23	31473.21
Share of net profit of Associates	-	-	121.04	2038.61
Profit for the year	27330.86	32748.52	29460.27	33511.82
Other comprehensive income (net of tax)	(28.86)	(96.19)	(60.74)	(282.35)
Total comprehensive income	27302.00	32652.33	29399.53	33229.47
Earning per equity share of ₹ 1 each (in ₹)	11.14	13.01	12.01	13.32
Retained Earnings brought forward	54533.68	25093.73	60790.80	30599.11
Appropriation:				
- Equity Dividend (including dividend distribution tax)	-	3288.03	-	3288.02
- Amount transferred to/ (from) molasses storage fund reserve (net)	40.49	(75.65)	40.49	(75.65)
Retained earnings carried forward	81795.19	54533.68	90205.90	60790.80

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company to which these financial statements relate and the date of this report.

PERFORMANCE RESULTS

During the year, we witnessed unprecedented challenges caused by one of the worst pandemics, Covid-19, which not only threatened the public health but also caused socio economic crisis of the magnitude not witnessed before. It is a matter of achievement and satisfaction that your Company was able to withstand the challenges and came out with an encouraging performance under challenging conditions.

In respect of Sugar business, the manufacturing operations were not much affected due to Covid-19 even in the initial

months of the lockdown as its main products – Sugar and Ethanol – were considered essential products and with effective management and cooperation of governmental authorities, the operating challenges were overcome. However, there was an impact on sugar consumption during the initial period of lockdown owing to the closure of establishments / factories of institutional buyers but the normal consumption was soon restored. Likewise, in the case of Distillery also, temporary decline in fuel consumption posed challenges to ethanol offtake but it was managed due to the help and cooperation of oil marketing Companies and additional depots were allocated to maintain our contractual supplies.

While in the engineering business, the factories and project sites were made to close for a brief period, it took several months for the restoration of normalcy in supply chain and

business operations. Consequently, order finalization / booking was impacted and in some cases, contractual deliveries were also delayed.

Turnover for the year increased by 6% to ₹ 4693.20 crores. Operating profit is 2% higher at ₹ 584.23 crores and profit before exceptional items is higher by 8% at ₹ 453.70 crores.

Exceptional items comprise an impairment charge in respect of equity investment in the associate Company, Aqwise-Wise Water Technologies Ltd ("Aqwise"). The Company signed a Share Purchase Agreement dated March 25, 2021 for divesting its stake in Aqwise and accordingly, based on estimated consideration to be received, an impairment loss of ₹ 23.20 crores was recognized.

Profit after exceptional items is 2% higher at ₹ 431.87 crores. During the year, effective tax rate was higher as in the previous year, deferred tax charge was lower by ₹ 40.60 crores due to remeasurement of deferred tax liability (net) which was expected to reverse in the future when the Company would have shifted to the new tax regime pursuant to section 115BAA of the Income Tax Act, 1961. In view of high tax incidence, profit after tax is 17% lower at ₹ 273.31 crores. As the Company has exhausted all MAT credit and certain exemptions /deductions, it may be subject to lower tax rates under new tax regime for the subsequent periods.

The performance of the Sugar business (including Distillery) has done well as segment profit has increased by 2% over the previous year. It is commendable for the Engineering business to almost maintain their profitability, which is 4% lower than the previous year, despite various challenges relating to the impact of the pandemic.

The Company is financially much stronger with comfortable liquidity position and most importantly, almost all the term loans are at concessional rate of interest with cost of funds during the year at 5.00%. The total borrowings of the Company has declined by 39% due to efficient working capital management and Total Debt Equity ratio stands at 0.64 despite the fact that peak build of sugar inventory takes place at the year end.

The Company has been progressively increasing its distillation capacity to improve risk profile of its businesses and to insulate from cyclicity in the sugar business. Further, as a forward integration and to effectively use reserved molasses, which are required to be sold to country liquor units at almost 1/4th of the market price of the C-heavy molasses, the Company has set up a bottling plant to manufacture country liquor.

If the impact of second and third wave of pandemic does not spiral out of control, we expect normal business conditions to prevail in the second half of 2022.

BUSINESS OPERATIONS AND FUTURE PROSPECTS

Sugar Business (including Cogeneration):

Sugar business has achieved 7% higher turnover at ₹ 4063.11 crores with segment profit of ₹ 374.50 crores, which is 5% higher than the previous year. The increase in profitability is attributed to improved margins, particularly in exports.

Season 2020-21 in Uttar Pradesh ("UP") was characterized by general trend of lower yield and recovery due to climatic factors. Accordingly, crush in UP during the season has declined by 8.20% as compared to the previous season and the average recovery of the state was 18 basis points lower than the previous year. However, the performance of our sugar business has been better than the average for UP – the crush was 2% lower and the recovery (after adjustment of B-heavy molasses) was 11 basis points lower than the previous season

All India production in the season 2020-21 is expected at 30.9 million tonnes as compared to 27.4 million tonnes in the previous season. It must be said to the credit of the Government that it continued with its export Policy, albeit with lower subsidy, and announced support to exports up to 6 million tonnes. The export target is likely to be easily met and in view of firm international sugar prices, it is possible that more sugar exports up to one million tonne may take place even without subsidy. It augurs well for the domestic sugar prices as stocks of 10.7 million tonnes at the opening of sugar season 2020-21 may get further liquidated by about 2 million tonnes.

Under the Maximum Admissible Export Quota (MAEQ) of sugar season 2020-21, the exports of 181858 tonnes were allocated to the Company and the entire obligation has already been discharged. We have fully utilized the export policy of the Government of India ("GoI") which has helped us to manage our working capital effectively.

During the year, B-Heavy molasses were produced by four sugar units right from the beginning of the sugar season 2020-21 and one more sugar unit started production of B-Heavy molasses later in the season. As a result of production of B-Heavy molasses, we have been able to divert 75148 tonnes of sugar during the sugar season 2020-21. As we would be adding further distillation capacities, higher percentage of sugar will be diverted for the manufacture of ethanol.

Cane price in the sugar season 2020-21 remained unchanged from the previous season, which is a matter of reprieve to the sector as much awaited increase in Minimum Selling price (MSP) of sugar is still awaited despite its being recommended by Group of Ministers in July, 2020.

Cogeneration operations have been merged with the sugar operation as it no longer qualifies to be a separate operating segment.

Distillery:

Turnover of Distillery Segment increased by 39% to ₹ 543.76 crores during the year. It is on account of full year impact of the new distillery which was set up in the previous year and also due to higher operational days due to the installation of incineration boilers. Consequently, the production has increased by 14% during the year and sales volume by 23%. Segment profits, however, are lower by 9% due to increased cost of molasses and a non-recurring charge in view of discarding of certain fixed assets upon installation of incineration boiler at the old distillery at Muzaffarnagar. Currently, our distillation capacity is 320 KLPD and we are proposing to set up a dual feed 160 KLPD Distillery at our Sugar unit at Milak Narayanpur which can use sugarcane juice/grain as feedstock along with B-Heavy molasses to produce ethanol and another 40 KLPD grain based distillery in our existing distillery complex at Muzaffarnagar. Both these distilleries are expected to be set up by the end of Q4 FY 22 and the total installed capacity would increase from 320 KLPD to 520 KLPD. Further, in view of the proposed expansion plans, the installed capacity would increase to 660 KLPD by the commencement of sugar season 2022-23.

Engineering Business:

Turnover of the Engineering business comprising Power Transmission business (PTB) and Water Business Group (WBG) has declined by 15% with segment profits declining by only 4% due to pandemic related issues.

Power Transmission Business (PTB)

During the year, the Company has re-designated the 'Gears Business' as the 'Power Transmission Business', which is a more accurate representation of the present business.

The turnover of PTB has declined by 16% to ₹ 130.08 crores whereas its segment profit has declined by 16% to ₹ 40.91 crores. The decline in business activities is mainly due to the impact of Covid-19 which has affected capital goods industry and has slowed down new as well as on-going projects. It is heartening to note that during the year, total exports, mainly to OEMs, have increased to 18% of the total turnover from 11% in the previous year. Further, orders of ₹ 157.76 crores have been received during the year, which are slightly more than the previous year, with long tenure orders of ₹ 13.61 crores. It is an indication that order position is getting normalized which will help the business to return to its growth trajectory.

The Government of India's 'Make in India' initiative has led to new opportunities for diverse engineered products,

and PTB's Mysuru facility is actively participating in many of these indigenous development projects. The Defence Procurement Policy 2020 focusses on self-reliance for various equipment in design, development and manufacture by the Indian Industry. Most of the new projects envisaged by the Defence sector are customised requirement for critical equipment, offering substantial value to the existing portfolio of PTB's rotating machinery. PTB is initially focusing on Naval Defence markets and has gained some foothold in the critical turbo pumps space.

PTB has collaborated with global OEMs for precision manufacturing of components for wind gearboxes as well as industrial high-speed compressor gears, helping the business to enhance capacity utilisation productively. This segment offers high potential for growth for exports in the medium to long term. The new segment of compressor gears, which the Company entered in the last few years with leading OEMs, is expected to show growth in the coming years from domestic and export markets.

Water Business Group

The turnover of WBG has declined by 14% to ₹ 250.60 crore but its segment profit has increased by 40% to ₹ 18.84 crore. Increase in profitability is due to efficient project execution which has led to overall cost savings. The decline in business activities as well as order booking is due to the impact of Covid-19 which had caused interruptions in the operations, including due to shortage of labour, and delay in finalization of orders.

Water business has recently secured an EPC project of Water Sewerage project of US\$ 22.80 million (₹ 156 crores) from Ministry of National Planning Housing & Infrastructure of Republic of Maldives funded by Exim Bank of India. WBG business sees potential business opportunities as significant value of bids are expected to be finalised with respect to EPC and HAM projects. We have been enthused by the experience of our first HAM project awarded to us for the city of Mathura. It is proceeding well and we would try to secure more such contracts.

DIVIDEND

Your Board of Directors are pleased to recommend a dividend of ₹ 1.75 per equity share (175 %), involving total outgo of ₹ 42.31 crore, which is subject to shareholders' approval in the ensuing Annual General Meeting.

DIVIDEND DISTRIBUTION POLICY

As per the provision of Regulation 43A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company had formulated a Dividend Distribution Policy.

The said policy was adopted to set out the parameters and circumstances that will be taken into account by the Board in determining the distribution of dividend to the shareholders of the Company and to retain profits earned by the Company. The Policy is available on the website of the Company at <http://www.trivenigroup.com/investor/corporate-governance/policies.html>.

SUBSIDIARY AND ASSOCIATE COMPANIES PERFORMANCE

Associate Companies

Triveni Turbine Ltd. (TTL)

TTL is engaged in the manufacture and design of steam turbines up to 30 MW and delivers robust, reliable and efficient end-to-end solutions. The higher range – above 30 MW to 100MW – is addressed through GE Triveni Limited (“GETL”), a Joint Venture with GE. The Company holds 21.85% stake in the equity shareholding of TTL. On a consolidated basis, TTL has achieved a net turnover and profit after tax (PAT) of ₹ 702.58 crore and ₹ 102.46 crore respectively as against ₹ 817.87 crore and ₹ 121.78 crore in the previous year. The performance results had been impacted due to the impact of the pandemic – in domestic as well as in export market. TTL has established itself as an international player and during the year, exports constituted 46% of the total turnover.

Certain disputes have arisen between TTL and the Joint Venture Partner in GETL and these are presently subjudice.

Aqwise-Wise Water Technologies Ltd. (Aqwise)

The Company held 25.04% in the equity capital of Aqwise. The business and the operations of the Company were significantly impacted due to COVID-19 and significant funding was required to normalize its operations. All the existing shareholders of Aqwise, including the Company, were inclined to divest their shareholdings in Aqwise and accordingly, a deal was struck with an Israel based company (“Buyer”) for divestiture of the entire shareholding in Aqwise in its favour. Consequently, a Share Purchase Agreement was signed on March 25, 2021.

For the year ended March 31, 2021, equity investments in the associate Company are being shown as “Assets for sale” and accordingly, based upon estimated consideration receivable, an impairment charge has been considered to the extent of ₹ 23.20 crores. The shares held by the Company in the associate company will be transferred to the Buyer after fulfilling the prescribed conditions / formalities in accordance with terms of the Share Purchase Agreement and accordingly it will cease to be an associate company.

Subsidiary Companies

During the year under report, two new companies namely, Triveni Foundation (Section 8 Company) and Gaurangi Enterprises Limited were incorporated as wholly owned subsidiaries of the Company. Further, the Company acquired 100% equity stake in United Shippers & Dredgers Limited (USD) from the existing shareholders of USD. With this acquisition, USD has also become a wholly owned subsidiary of your Company.

As on March 31, 2021, the Company has ten wholly owned subsidiaries as detailed in **Annexure-A**. All these companies except Mathura Wastewater Management Private Limited (MWMPL), are relatively much smaller and there has not been any material business activities in these companies. MWMPL is engaged in “Development of Sewage Treatment Plants and Associated Infrastructure on Hybrid Annuity PPP basis at Mathura, Uttar Pradesh” under the Namami Gange Programme. During the year under review, MWMPL achieved revenue and profitability (PBT) of ₹ 92.64 crores and ₹ 8.19 crore respectively.

As required under the provisions of Section 129 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statement of subsidiaries and associates is provided in the prescribed format AOC-1 as **Annexure-A** to the Board’s Report.

In accordance with the Regulation 16 of the Listing Regulations, none of the subsidiaries of this Company is a material non-listed subsidiary. The Company has formulated a policy for determining material subsidiaries. The policy has been uploaded on the website of the Company at <http://www.trivenigroup.com/investor/corporate-governance/policies.html>.

CONSOLIDATED FINANCIAL STATEMENTS

In compliance with the provisions of Companies Act, 2013 and Indian Accounting Standards (Ind AS) as specified in Section 133 of the Act and Regulation 34 of the Listing Regulations, your Directors have pleasure in attaching the consolidated financial statements of the Company which form a part of the Annual Report.

Financial Statements including consolidated financial statements and the audited accounts of each of the subsidiary are available on the Company’s website <https://www.trivenigroup.com/financials>.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, your directors confirm that:

- a) in the preparation of the annual accounts for the financial year ended March 31, 2021, the applicable accounting standards have been followed and there are no material departures;
- b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that year;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors have prepared the annual accounts on a going concern basis;
- e) the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

BUYBACK OF EQUITY SHARES

Pursuant to the approval of the Board on August 10, 2020 your Company completed buyback of 61,90,000 fully paid-up equity shares of the face value of ₹ 1/- each of the Company for an aggregate amount of ₹ 64,99,50,000/- (Rupees Sixty Four Crores Ninety Nine Lakhs Fifty Thousand only) (excluding transaction costs), being 5.03% of the aggregate of the Company's paid-up capital and free reserve (including securities premium) based on the consolidated financial statements of the Company for FY20, at a price of ₹ 105/- per equity share in October, 2020. The buyback was made from all existing shareholders of the Company as on August 28, 2020, being the record date for the purpose, on a proportionate basis under the tender offer route in accordance with the provisions contained in the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 and the Companies Act, 2013 and rules made thereunder. The shares accepted under the buyback have been extinguished and the paid-up equity share capital of the Company has been reduced to that extent.

CORPORATE GOVERNANCE

In accordance with the Listing Regulations, a separate report on Corporate Governance is given in **Annexure-B** along with the Auditors' Certificate on its compliance in **Annexure-C** to the Board's Report. The Auditors' Certificate does not contain any qualification, reservation and adverse remark.

RELATED PARTY CONTRACTS / TRANSACTIONS

The Company has formulated a Related Party Transaction Policy, which has been uploaded on its website at <http://www.trivenigroup.com/investor/corporate-governance/policies.html>. It is the endeavour of the Company to enter into related party transaction on commercial and arms' length basis with a view to optimise the overall resources of the group.

All transactions entered into with related parties during the year were in the ordinary course of business of the Company and at arms' length basis. The Company has not entered into any contract/arrangement/transactions with related parties which could be considered material in accordance with the Policy of the Company on the materiality of related party transactions. Form AOC-2 is not attached with this report as there was no such related party transaction for which disclosure in terms of Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is required.

RISK MANAGEMENT POLICY AND INTERNAL FINANCIAL CONTROL

The Company has a risk management policy, the objective of which is to lay down a structured framework for identifying potential threats to the organisation on a regular basis, assessing likelihood of their occurrence, designate risk owners to continually evaluate the emergent risks and plan measures to mitigate the impact on the Company, to the extent possible. The framework and the system are reviewed from time to time to enhance their usefulness and effectiveness. The policy recognizes that all risks in the business cannot be eliminated but these could be controlled or minimized through effective mitigation measures, effective internal controls and by defining risk limits.

A comprehensive Risk Management Framework has been put in place for each of the businesses of the Company which is stringently followed for the management of risks, including categorisation thereof based on their severity. Such categorisation gives highest weightage to the risks which have the potential to threaten the existence of the Company. The risks with higher severity receive more attention and management time and it is the endeavour of the Company to strengthen internal controls and other mitigation measures on a continuous basis to improve the risk profile of the Company.

Risk Management System has been integrated with the requirements of internal controls as referred to in Section 134(5)(e) of the Companies Act, 2013 to evolve risk related controls. Detailed internal financial controls have been specified covering key operations, to safeguard of assets, to prevent and detect frauds, to ensure completeness and accuracy of accounting records, to ensure robust financial reporting and statements and timely preparation of reliable financial information. These are achieved through Delegation of Authority, Policies and Procedures and other specifically designed controls, and their effectiveness is tested regularly as per the laid out mechanism as well as through external agencies.

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

As per the provisions of the Companies Act, 2013 ('Act'), Mr Tarun Sawhney, Vice Chairman and Managing Director will retire by rotation at the ensuing Annual General Meeting ('AGM') of the Company and being eligible, seeks re-appointment. The Board has recommended his re-appointment.

The Board of Directors had, on recommendation of the Nomination & Remuneration Committee, appointed Mr. Ajay Kumar Relan as Additional Director in the capacity of Independent Director for initial term of five years with effect from June 29, 2021, subject to approval of the shareholders. In the opinion of the Board, Mr. Relan is a person of integrity and possesses relevant expertise and experience. The Board has recommended his appointment.

Mr Shekhar Datta, Non-Executive Independent Director resigned from the directorship of the Company with effect from the close of Board meeting held on June 29, 2021 and the Board's Committees of which he was a member viz. Audit Committee and Nomination & Remuneration Committee due to advancing age and health condition. There was no other material reason for his resignation. The Board places on record its highest appreciation for the valuable services rendered and guidance provided by Mr. Datta during his tenure as a Director of the Company.

The Company has received declarations of independence in terms of Section 149 of the Act and also under the Listing Regulations from all the Independent Directors and the same has been taken on records by the Board of Directors.

As required under the provisions of Section 203 of the Act, the Key Managerial Personnel, namely, Vice Chairman & Managing Director, CFO and Company Secretary continue to hold that office as on the date of this report.

EMPLOYEES STOCK OPTION

There are no outstanding stock options and no stock options were either issued or allotted during the year under TEIL ESOP 2013.

AUDITORS

Statutory Audit

M/s S.S. Kothari Mehta & Co. (SSKM), Chartered Accountants (FRN: 000756N) were appointed as Statutory Auditors of the Company at the 81st AGM to hold office for a period of five consecutive years from the conclusion of that AGM until the conclusion of 86th AGM of the Company to be held in the year 2022.

Cost Audit

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 duly amended, Cost Audit is applicable to the Sugar and Power transmission businesses of the Company for the FY 2021-22. The Company has been maintaining cost accounts and records in respect of the applicable products. Mr Rishi Mohan Bansal and M/s GSR & Associates, Cost Accountants have been appointed as Cost Auditors to conduct the cost audit of the Sugar businesses (including cogeneration and distillery) and Power transmission business respectively of the Company for the FY 2021-22, subject to ratification of their remuneration by the shareholders at the ensuing Annual General Meeting. The Board recommends the ratification of the remuneration of the Cost Auditors for the FY 22.

COMMENTS ON THE AUDITOR'S REPORT

Statutory Audit

The Auditors report for the financial year 2020-21 does not contain any qualification, reservation or adverse remark. Further pursuant to section 143(12) of the Act, the Statutory auditors of the Company has not reported any instances of fraud committed in the Company by its officers or employees, the details of which are required to be mentioned in the Board's Report.

In the Para i (c) of Annexure A to the Auditors Report, the auditor has reported that the title deeds of certain immovable properties are not held in the name of the Company. During the year, the Company has resolved many such cases. The total area and cost thereof involved in remaining cases are not material. The transfer of land in the name of the Company in few cases could not be completed on account of certain technicalities / documentary deficiencies, which the Company is trying to resolve to the extent feasible. However, in all these cases, the land continues to remain in the possession of the Company."

The cases pointed out by the Auditors in Para iii (b) of Annexure A to the Auditors report are self-explanatory. The loan could not be repaid by the associate company in time due to liquidity constraints, arising mainly from the impact of Covid-19 on the operations and business of the company. The Company has entered into a Share Purchase Agreement on March 25, 2021 to divest its stake in the associate company and accordingly, all such loans have been settled.

Secretarial Audit

In terms of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board appointed M/s Suresh Gupta & Associates, a firm of Company Secretaries in practice to undertake the Secretarial Audit of the Company for FY21. The report on secretarial audit is annexed as **Annexure-D** to the Board's report. The report does not contain any qualification, reservation or adverse remark.

DISCLOSURES

Corporate Social Responsibility (CSR)

A revised CSR Policy has been formulated by the CSR Committee pursuant to recent amendment in the Companies (Corporate Social Responsibility Policy) Rules, 2014, which, on its recommendation, was approved by the Board. The revised CSR Policy is available on the Company's website at <http://www.trivenigroup.com/investor/corporate-governance/policies.html>.

The composition of the CSR Committee and Annual Report on CSR activities during FY21, as recommended by the CSR Committee and approved by the Board, is provided in **Annexure-E** to the Board's report.

AUDIT COMMITTEE

The composition of Audit Committee is provided in the Corporate Governance Report that forms part of this Annual Report.

VIGIL MECHANISM

The Company has established a vigil mechanism through Whistle Blower Policy and it oversees the genuine concerns expressed by the employees and other directors through the Audit Committee. The vigil mechanism also provides for adequate safeguards against victimization of employees and directors who may express their concerns pursuant to this policy. It has also provided direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases. The policy is uploaded on the website of the Company at <http://www.trivenigroup.com/investor/corporate-governance/policies.html>.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT 2013

The Company has an Anti-Sexual Harassment Policy in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013. Further, the Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the said Act. No complaint was received by the Internal Complaints Committee during FY21.

BOARD MEETINGS

During the year, seven board meetings were held, the details of which are provided in the Corporate Governance Report that forms part of this Annual Report. The maximum interval between the two meetings did not exceed 120 days as prescribed under the Companies Act, 2013 and the Listing Regulations.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Notes 6 and 9 of the standalone financial statements of the Company forming part of the Annual Report provide particulars of the investments made by the Company in the securities of other bodies corporate; Notes 8 and 48 provide details of loans advanced; and, Note 39 (v) provides details of guarantee given by the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are provided in **Annexure-F** to the Board's report.

PARTICULARS OF EMPLOYEES

The information as required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in **Annexure-G** to the Board's Report.

The particulars of employees drawing remuneration in excess of limits set out in the Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in **Annexure-H** to the Board's Report. However, as per the provisions of Section 136 of the Companies Act, 2013, the annual report is being sent to all the members of the Company excluding the aforesaid information. The said information is available for inspection by the members at the registered office of the Company up to the date of the ensuing Annual General Meeting. Any member interested in obtaining

such particulars may write to the Company Secretary at the registered office of the Company.

MANAGEMENT'S DISCUSSION AND ANALYSIS

In terms of the provisions of Regulation 34 of the Listing Regulations, the Management Discussion and Analysis is set out in this Annual Report.

BUSINESS RESPONSIBILITY REPORT

The Listing Regulations mandate top 1000 listed entities based on the market capitalization as on March 31 of every financial year the inclusion of the Business Responsibility Report as part of the Directors' Report of the Company. The report in the prescribed form is annexed as **Annexure-I** to the Board Report.

SECRETARIAL STANDARDS

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

DEPOSITS

The Company has not accepted any public deposits under Section 73 of the Companies Act, 2013.

DEBENTURES

No debentures were issued during the period under review.

ANNUAL RETURN

Pursuant to Section 92(3) of the Companies Act, 2013, the annual return for the financial year 2020-21 is available on website of the Company i.e. <https://www.trivenigroup.com/shareholders-information>.

SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material orders passed by the regulators or courts or tribunal impacting the going concern status and Company's operations in future.

HUMAN RESOURCES

Your Company believes and considers its human resources as the most valuable asset. The management is committed to provide an empowered, performance oriented and stimulating work environment to its employees to enable them to realise their full potential. Industrial relations remained cordial and harmonious during the year.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The policy of the Company on Directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013 and the Listing Regulations, adopted by the Board is available on the website of the Company at <http://www.trivenigroup.com/investor/corporate-governance/policies.html>.

BOARD EVALUATION MECHANISM

Pursuant to the provisions of Companies Act, 2013 and Listing Regulations, the Board has carried out annual performance evaluation of its own performance, that of individual Directors as well as evaluation of its committees. The evaluation criteria, as defined in the Nomination and Remuneration Policy of the Company, covered various aspects of Board such as composition, performance of specific duties, obligations and governance.

The performance of individual directors was evaluated on parameters, such as, number of meetings attended, contribution made in the discussions, contribution towards formulation of the growth strategy of the Company, independence of judgement, safeguarding the interest of the Company and minority shareholders, additional time devoted besides attending Board / Committee meetings. The Directors have expressed their satisfaction with the evaluation process.

APPRECIATION

Your Directors wish to take the opportunity to express their sincere appreciation to our customers, suppliers, shareholders, employees, the Central, Uttar Pradesh and Karnataka Governments, financial institutions, banks and all other stakeholders for their whole-hearted support and co-operation.

We look forward to their continued support and encouragement.

For and on behalf of the Board of Directors

Dhruv M. Sawhney

Chairman and Managing Director

DIN: 00102999

June 29, 2021

Annexure-A

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES OR ASSOCIATE COMPANIES OR JOINT-VENTURES

Part A : Subsidiaries

₹ in Lakhs

Name of the subsidiary	Triveni Energy Systems Ltd.	Triveni Engineering Ltd.	Triveni Entertainment Ltd.	Triveni Sugar Ltd.	Savistda Projects Ltd.	Triveni Industries Limited	Mathura Wastewater Management Pvt Ltd.	Triveni Foundation*	Gaurangi Enterprises Ltd.	United Shippers & Dredgers Ltd.
	(TESL)	(TEL)	(TENL)	(TSL)	(SPL)	(TIL)	(MWMPL)	(TF)	(GEL)	(USD)
	Wholly Owned Subsidiary	Wholly Owned Subsidiary	Wholly Owned Subsidiary	Wholly Owned Subsidiary	Wholly Owned Subsidiary	Wholly Owned Subsidiary	Wholly Owned Subsidiary	Wholly Owned Subsidiary	Wholly Owned Subsidiary	Wholly Owned Subsidiary
Date of becoming subsidiary/acquisition	15.02.2008	27.06.2006	20.03.2014	19.03.2014	19.03.2014	22.07.2015	12.06.2018	28.06.2020**	02.07.2020**	25.03.2021
1. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	NA	NA	NA	NA	NA	NA	28.06.2020 to 31.03.2021	02.07.2020 to 31.03.2021	25.03.2021 to 31.03.2021
2. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
3. Share capital	385.00	265.00	417.00	205.00	455.00	200.50	1350.30	1.00	200.00	40.00
4. Other Equity	-12.41	115.14	-24.45	-10.38	-12.37	-10.82	1364.11	-0.44	-3.72	-85.35
5. Total assets	372.73	438.88	392.69	194.74	442.80	189.79	15641.74	0.68	196.45	0.64
6. Total Liabilities	0.14	58.75	0.15	0.12	0.17	0.12	12927.33	0.12	0.17	45.99
7. Investments	369.28	435.94	383.37	183.87	423.97	186.29	-	-	176.19	0.63
8. Turnover	-	-	-	-	-	-	9263.81	-	-	-
9. Profit before taxation	-0.93	-5.05	-1.46	-1.05	-0.86	-1.22	818.79	-0.44	-3.67	-0.17
10. Provision for taxation	0.02	0.02	0.00	0.00	0.06	0.00	209.83	0.00	0.05	0.00
11. Profit after taxation	-0.95	-5.07	-1.46	-1.05	-0.92	-1.22	608.96	-0.44	-3.72	-0.17
12. Proposed Dividend	-	-	-	-	-	-	-	-	-	-
13. Extent of shareholding (in %age)	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%

* TF is a company incorporated under Section 8 of the Companies Act, 2013, and hence, its results are not considered in the Consolidated results of the Company.

** Date of incorporation

Note: Except MWMPL, all the remaining subsidiaries are relatively much smaller and no material business activities are being carried out in these companies

Part B: Associates and Joint Ventures

Name of Associates or Joint Ventures	Triveni Turbine Ltd.	Aqwise-Wise Water Technologies Ltd.
1. Latest audited Balance Sheet Date	31-Mar-21	31-Dec-20
2. Date on which the Associate or Joint Venture was acquired	01.10.2010	30.07.2012
3. Shares of Associate or Joint Ventures held by the company on the year end		
- No of shares	70627980	13008
- Amount of Investment in Associates/Joint Venture (₹ Lakhs)	706.35	3006.19*
- Extent of Holding%	21.85	25.04
4. Description of how there is significant influence	Due to equity stake being more than 20%	Due to equity stake being more than 20%
5. Reason why the associate/joint venture is not consolidated	Being consolidated	Being consolidated
6. Networth attributable to Shareholding as per latest audited Balance Sheet (₹ Lakhs)	13928.24	(1777.66)
7. Profit or Loss for the year (after tax) (₹ Lakhs) – as per Associate's financial statements considered for consolidated financial statements	10246.27	(7532.98)
i. Considered in Consolidation (₹ Lakhs)	2228.85	(2107.81)
ii. Not Considered in Consolidation	--	--

*The Company has entered into a share purchase agreement (SPA) on 25.03.2021 with an Israel based company (Buyer), pursuant to which, upon completion of necessary formalities, the entire equity stake held by the Company (including equity shares to be issued against conversion of loan of ₹ 302.01 Lakhs along with accrued interest) shall be sold to the Buyer. Accordingly, such investment in the associate company has been classified as Assets held for sale in the consolidated financial statements as on 31.03.2021 at its carrying value since the estimated consideration receivable is higher.

For and on behalf of the Board of Directors

Dhruv M. Sawhney
Chairman and Managing Director
DIN: 00102999

Homai A. Daruwalla
Director & Chairperson-Audit Committee
DIN: 00365880

Suresh Taneja
Group CFO

Geeta Bhalla
Group Vice President &
Company Secretary

June 29, 2021

Annexure-B

Corporate Governance Report

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your Company is of the belief that sound Corporate Governance is vital to enhance and retain stakeholder trust. Good Governance underpins the success and integrity of the organisation, institutions and markets. It is one of the essential pillars for building an efficient and sustainable environment, systems and practices to ensure that the affairs of the Company are being managed in a way which ensure accountability, transparency, fairness in all its transactions in the widest sense and meeting its stakeholder's aspirations and societal expectations. Your Company is committed to adopt the best governance practices and their adherence in the true spirit at all times. It envisages the attainment of a high level of transparency and accountability in the functioning of the Company and in the way it conducts business internally and externally.

In line with the above philosophy, your Company continuously strives for excellence through adoption of best governance and disclosure practices. The Company recognises that good governance is a continuing exercise and thus reiterates its commitment to pursue highest standard of Corporate Governance in the overall interest of its stakeholders.

Your Company has been consistently working for the betterment of the governance system executed with the Stock Exchanges. We are committed to doing things in the right way which includes but not limited to compliance with its applicable legal requirement.

THE HIGHLIGHT OF THE CORPORATE GOVERNANCE SYSTEM INCLUDES:

1. The Board of Directors of the Company is well represented with Executive, Non-Executive and Independent Non-Executive Directors with the Executive Chairman and Managing Director. As on the date of this report, the Independent Non-Executive Directors form about 62% of the Board of Directors.
2. The Board has constituted several Committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Executive Sub-Committee for more focused attention. The Board is empowered to constitute additional functional Committees from time to time, depending on the business needs.

3. The Company has established a Code of Conduct for Directors and Senior Management of the Company.
4. Whistle Blower Policy wherein the Employees and Directors may have the direct access to the Chairperson of the Audit Committee.
5. Risk Management framework to identify the risk for its businesses, to assess the probability of its occurrence and its mitigation plans. The information about the framework is placed before the Audit Committee and the Board periodically.

BOARD OF DIRECTORS

The Company is managed and guided by the Board of Directors ("Board"). The Board formulates the strategy, regularly reviews the performance of the Company and determines the purpose and values of the Company. The Board provides and evaluates the strategic direction of the Company, management policies and their effectiveness and ensures that the long-term interests of the shareholders are being served. The Chairman and Managing Director with the support of the Vice Chairman and Managing Director and senior executives oversees the functional matters of the Company.

As on the date of this report, the Board comprises of eight (8) Directors - 5 (five) Non-Executive and Independent Directors including 1 (one) Women Director, 1(one) Non Executive Non-Independent Director and 2 (two) Executive Directors. All the members of the Board are eminent persons with professional expertise and valuable experience in their respective areas of specialisation and bring a wide range of skills and experience to the Board.

None of the Directors on the Board is a Member on more than 10 Committees, and Chairperson of more than 5 Committees across all listed companies in which he is a Director. Necessary disclosures regarding Committee positions have been made by the Directors.

Meetings of the Board

The Board of Directors met seven times during the FY 21 ended on March 31, 2021. The interval between any two successive meetings did not exceed one hundred and twenty days. Board Meetings were held on April 25, 2020, June 17, 2020, August 10, 2020, September 16, 2020, November 9, 2020, February 3, 2021 and March 24, 2021.

Independent Directors

All the Independent Directors have confirmed that they meet the criteria as stipulated under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with Section 149(6) of the Companies Act, 2013 ('Act'). All such declarations were placed before the Board. Based on that, in the opinion of the Board, they fulfill the conditions of independence as specified in the Listing Regulations and the Act and are independent of the management. The maximum tenure of independent directors is in compliance with the Companies Act, 2013 and the terms and conditions of their appointment have been disclosed on the website of the Company.

Regulation 25(3) of Listing Regulations read with Schedule IV of the Companies Act, 2013 and the rules under it mandate that the Independent Directors of the Company hold at least one meeting in a year without the attendance of Non-Independent Directors of the Company and members of the management. During the year, separate meeting of the Independent Directors was held on March 24, 2021 without the attendance of non-independent directors and members of the management. The independent directors, inter-alia reviewed the performance of non-independent directors, Chairman of the Company and the Board as a whole.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

All the Directors including Independent Directors are provided with the necessary documents / brochures, reports and internal policies, codes of conduct to enable them to familiarise with the Company's procedure and practices. Directors are regularly updated on performance of each line of business of the Company, business strategy going forward and new initiatives being taken / proposed to be taken by the Company

through presentation. Factory visits are organised, as and when required, for the Directors. The details of the familiarisation programme of the Independent Directors are available on the Company's website at <http://www.trivenigroup.com/investor/corporate-governance/policies.html>

SUCCESSION PLANNING FOR THE BOARD AND SENIOR MANAGEMENT

Board of Directors

The Nomination and Remuneration Committee (NRC) of the Board shall identify the suitable person for appointment at Board level including from the existing top management. The NRC shall apply due diligence process to determine competency of person(s) being considered for appointment or re-appointment as a Director including Managing Director / Whole-time Director of the Company in accordance with the provisions of the Nomination and Remuneration Policy of the Company and the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the SEBI (LODR) Regulations, 2015, as amended from time to time.

Senior Management

The Managing Director(s) / Executive Director (s) are empowered to identify, appoint and remove the Senior Management Personnel in accordance with the provisions of the NRC Policy, and keeping in view the organization's mission, vision, values, goals and objectives and also to evaluate their performance considering the competencies/ indicators provided in the NRC Policy.

COMPOSITION OF THE BOARD

The composition of the Board of Directors, their attendance at Board Meetings held during the year and at the last Annual General Meeting (AGM) as also the details of Directorships and Committee positions held by them in other companies are given below:-

Name of the Director	Category	No. of Board Meetings		Attendance at last AGM held on September 28, 2020	No. of other Directorships* ²	No. of Committees positions held in other companies* ³	
		Held	Attended			Chairman	Member
Mr. Dhruv M. Sawhney* ¹ Chairman and Managing Director DIN- 00102999	Promoter & Executive Director	7	7	Yes	3	1	1
Mr. Tarun Sawhney* ¹ Vice Chairman and Managing Director DIN- 00382878	Promoter & Executive Director	7	7	Yes	3	None	1
Mr. Nikhil Sawhney* ¹ DIN- 00029028	Promoter & Non-Executive Director	7	7	Yes	3	None	3
Mr. Shekhar Datta DIN- 00045591	Independent Non-Executive Director	7	7	Yes	1	None	None

Name of the Director	Category	No. of Board Meetings		Attendance at last AGM held on September 28, 2020	No. of other Directorships* ²	No. of Committees positions held in other companies* ³	
		Held	Attended			Chairman	Member
Mr. Homai A. Daruwalla DIN- 00365880	Independent Non-Executive Director	7	7	Yes	8	3	9
Mr. Santosh Pande DIN- 01070414	Independent Non-Executive Director	7	7	Yes	2	None	2
Mr. Sudipto Sarkar DIN- 00048279	Independent Non-Executive Director	7	6	No	3	1	5
Mr. J.K. Dadoo DIN- 02481702	Independent Non-Executive Director	7	7	No	None	None	None

Mr Shekhar Datta resigned from the Board w.e.f. June 29, 2021 due to advancing age and health condition and there was no other material reason for his resignation. Mr Ajay Kumar Relan (DIN:00002632) has been appointed as an Additional Director in the capacity of Independent Director by the Board w.e.f. June 29, 2021, subject to approval of the shareholders.

- *1 Mr. Tarun Sawhney and Mr. Nikhil Sawhney are sons of Mr. Dhruv M. Sawhney, Chairman & Managing Director of the Company and are thus related.
- *2 Excludes Directorships in Indian Private Limited Companies, Foreign Companies, Firms, Partnerships including LLPs, Section 8 Companies and membership of various Chambers and other non-corporate organisations.
- *3 The committees considered for the purpose are those prescribed under Regulation 26(1) of Listing Regulations i.e. Audit Committee and Stakeholders' Relationship Committee of public limited companies, whether listed or not. Further, number of Committee membership includes Committee Chairmanships.

Further, the details of directorship held by the Directors of the Company in other listed entities as on the date of this report are as follows:-

Name of Director	Name of other listed entity	Category of Directorship
Mr. Dhruv M. Sawhney	Triveni Turbine Limited	Promoter & Executive Director
Mr. Tarun Sawhney	Triveni Turbine Limited	Promoter & Non-Executive Director
Mr. Nikhil Sawhney	Triveni Turbine Limited	Promoter & Executive Director
Mr. Shekhar Datta	None	Not Applicable
Ms. Homai A. Daruwalla	Gammon Infrastructure Projects Limited	Independent Director
	Triveni Turbine Limited	Independent Director
	Jaiprakash Associates Limited	Independent Director
	Rolta India Limited	Independent Director
	Associated Alcohols & Breweries Ltd.	Independent Director
Dr. Santosh Pande	Triveni Turbine Limited	Independent Director
Mr. Sudipto Sarkar	Vesuvius India Limited	Independent Director
	EIH Associated Hotels Limited	Independent Director
	EIH Limited	Independent Director
Mr. J.K. Dadoo	None	Not Applicable
Mr. Ajay Kumar Relan	HT Media Ltd.	Independent Director
	Hindustan Media Ventures Ltd.,	Independent Director
	Next Media Works Ltd.,	Independent Director
	Digicontent Ltd.	Independent Director
	Capri Global Capital Ltd	Non-Independent Director

BOARD FUNCTIONING AND PROCEDURE

Matrix of skills/ expertise/ competence of the Board of Directors

The Board comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contribution to the Board and its committees.

Details of the core skills/ expertise/ competencies identified by the board of directors as required in the context of the Company's business(es) and sector(s) in which it operates to function effectively:

General management and leadership experience*: This includes experience in the areas of general management practices and processes, business development, strategic planning, global business opportunities, manufacturing, engineering, financial management, information technology, research and development, senior level experience and academic administration.

Knowledge, Functional and managerial experience*: Knowledge and skills in accounting and finance, business judgment, crisis response and management, industry knowledge, formulating policies and processes, legal & administration, sales and marketing, supply

chain, risk management & internal controls, financial & operational controls.

Diversity & Behavioural and Personal attributes: Diversity of thought, experience, perspective, gender and culture brought to the Board by individual members. Personal characteristics matching the Company's values, such as ethics & integrity, accountability, commitment, building relationship.

Corporate governance and Finance: Understanding of good corporate governance practices & regulatory framework applicable to the Company and its compliances, maintaining board and management accountability, protecting stakeholders' interests and Company's responsibilities towards customers, employees, suppliers, regulatory bodies and the communities in which it operates, financial skills, oversight for risk management and internal controls and proficiency in financial management.

*These skills/competencies are broad-based, encompassing several areas of expertise/ experience. Each Director may possess varied combinations of skills/experience within the described set of parameters, and it is not necessary that all Directors possess all skills/experience listed therein.

Given below is a list of core skills, expertise and competencies of the individual Directors:

Core Skills/Expertise	DMS	TS	NS	SD	HD	SP	SS	JKD	AKR
General Management and Leadership	✓	✓	✓	✓	✓	✓	✓	✓	✓
Functional and managerial experience	✓	✓	✓	✓	✓	✓	✓	✓	✓
Diversity behavioural and personal attributes	✓	✓	✓	✓	✓	✓	✓	✓	✓
Corporate governance and Finance	✓	✓	✓	✓	✓	✓	✓	✓	✓

DMS- Mr. Dhruv M. Sawhney, TS- Mr. Tarun Sawhney, NS- Mr. Nikhil Sawhney, SD – Mr. Shekhar Datta, HD – Ms Homai Daruwalla, SP – Dr Santosh Pande, SS- Mr. Sudipto Sarkar, JKD – Mr J.K. Dadoo, AKR – Mr Ajay Kumar Relan

BOARD MEETING FREQUENCY AND CIRCULATION OF AGENDA PAPERS

The Board and its Committees meet at regular intervals for discussion on agenda circulated well in advance by the Company. All material information is incorporated in the agenda for facilitating meaningful and focused discussion at the meeting. Where it is not practical to attach or send the relevant information as a part of agenda papers, the same are tabled at the Meeting. To meet business exigencies, resolutions in respect of urgent matters are passed by the Directors by Circulation.

The Company has proper systems to enable the Board to periodically review compliance reports of all laws applicable to the Company, as prepared by the Company as well as

steps taken by the Company to rectify instances of non-compliances. The Board reviewed compliance reports prepared by the Company on quarterly periodicity.

Presentation by the Management

The senior management of the Company is invited at the meetings to make presentations to the Board, covering operations of the businesses of the Company, Strategy and Business Plans and to provide clarifications as and when necessary.

Access to Employees

The Directors bring an independent perspective on the issues deliberated by the Board. They have complete and unfettered access to any information of the Company and to any employee of the Company.

Availability of Information to Board Member includes:

- Performance of each line of business, business strategy going forward, new initiatives being taken / proposed to be taken and business plans of the Company.
- Annual operating plans and budgets including capital expenditure budgets and any updates.
- Quarterly results of the Company including results of the business segments.
- Minutes of the meetings of Committees of the Board.
- The information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in the financial obligations to and by the Company, or substantial non-payment for goods sold / services provided by the Company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources / Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- Sale of material nature, of investments, subsidiaries, assets, which is not in normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by the management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory nature or listing requirements and shareholders servicing issues, such as non-payment of dividend, delay in share transfer etc.
- Statutory compliance report of all laws applicable to the Company.

- Details of the transactions with the related parties.
- General notices of interest of directors.
- Appointment, remuneration and resignation of Directors.

Post Meeting follow up Mechanism

The important decisions taken at the Board / Committee meetings are promptly communicated to the respective units/ departments. Action taken report on the decisions of the previous meeting(s) is placed at the immediately succeeding meeting of the Board/ Committee for information and review by the Board.

Appointment/Re-appointment of Director

The information / details pertaining to Directors seeking appointment/re-appointment in ensuing Annual General Meeting (AGM), is provided in the Notice for the AGM. The Notice contains the relevant information, like brief resume of the Directors, nature of their expertise in specific functional areas and names of the companies in which they hold Directorship and membership of any Committee of the Board.

BOARD COMMITTEES

The Board of Directors have constituted following Committees consisting of Executive and Non-Executive Directors of the Company with adequate delegation of powers to meet various mandatory requirements of the Act and Listing Regulations and perform as also to oversee business of the Company and to take decisions within the parameters defined by the Board. The Company Secretary acts as the Secretary to all the Committees of the Board:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee
5. Risk Management Committee

Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance are provided below:

(I) Audit Committee

Composition, Meetings & Attendance

The Committee is headed by an Independent Director and consists of the members as stated below. During the year ended on March 31, 2021, the Audit Committee met six times i.e. on June 16, 2020, August 10, 2020, September 3, 2020, September 16, 2020, November 9, 2020 and February 3, 2021. The composition and attendance of each Audit Committee Member is as under:-

Name of the Member	Category	No. of Meetings	
		Held	Attended
Ms. Homai A. Daruwalla – Chairperson	Independent Non-Executive Director	6	6
Mr. Tarun Sawhney	Promoter & Executive Director	6	6
Mr. Shekhar Datta*	Independent Non-Executive Director	6	6
Mr. Sudipto Sarkar	Independent Non-Executive Director	6	6

*ceased to be a member w.e.f. June 29, 2021

The Chairperson of the Audit Committee attended the last AGM held on September 28, 2020 to answer the shareholders' queries.

Terms of reference

The function and terms of reference of Audit Committee broadly include:-

- Reviewing the Company's financial reporting process and its financial statements.
- Reviewing the accounting and financial policies and practices and compliance with applicable accounting standards.
- Reviewing the efficacy of the internal control mechanism, monitor risk management policies adopted by the Company and ensure compliance with regulatory guidelines.
- Reviewing reports furnished by the internal and statutory auditors, and ensure that suitable follow-up action is taken.
- Examining accountancy and disclosure aspects of all significant transactions.
- Reviewing with management the quarterly, half yearly & annual financial statements including review of qualifications, if any, in the audit report before submission to the Board for approval.
- Recommending appointment of external and internal auditors and fixation of audit fees.
- Seeking legal or professional advice, if required.
- Approval or any subsequent modifications of transactions of the Company with related parties.
- Scrutiny of Inter-Corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever required.

- Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding Rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investment.

The constitution and terms of reference of the Audit Committee meet the requirements of Regulation 18 of the Listing Regulations read with the relevant provisions of the Companies Act, 2013.

(II) Nomination and Remuneration Committee (NRC)

Composition, Meetings & Attendance

The NRC is headed by an Independent Director and consists of the members as stated below. During the FY 21 ended on March 31, 2021 the NRC met once i.e. on June 16, 2020. The composition and attendance of each Audit Committee Member is as under:-

Name of the Member	Category	No. of Meetings	
		Held	Attended
Dr. Santosh Pande – Chairman	Independent Non-Executive Director	1	1
Mr. Nikhil Sawhney	Promoter & Non-Executive Director	1	1
Mr. Shekhar Datta	Independent Non-Executive Director	1	1
Mr. Sudipto Sarkar	Independent Non-Executive Director	N.A.	N.A.

Mr Shekhar Datta ceased to be a member of NRC due to his resignation from the Board w.e.f. June 29, 2021, which necessitated re-constitution of NRC by induction of Mr Sudipto Sarkar as a member w.e.f. June 29, 2021.

Terms of reference

The function and terms of reference of NRC broadly include:

- To identify persons who are qualified to become Directors (Executive, Non-Executive and Independent Directors) and who may be appointed in senior management in accordance with the criteria laid down.
- To recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors (Executive, Non-Executive and Independent Directors), key managerial personnel and other employees.

- Plan for succession of Board members and Key Managerial Personnel.
- Devising a policy on Board diversity.
- To formulate, administer and supervise the Company's Employee Stock Option Schemes (ESOP Schemes) including grant of stock options under the ESOP Schemes to the permanent employees of the Company from time to time in accordance with SEBI Guidelines/Regulations.
- To review the adequacy of aforesaid terms of reference and recommend any proposed change to the Board for its approval.

The constitution and terms of reference of the NRC meet the requirements of Regulation 19 of the Listing Regulations read with the relevant provisions of the Companies Act, 2013 and the SEBI ESOP Guidelines/Regulations.

Remuneration Policy

In terms of the provisions of the Companies Act, 2013 and the Listing Regulations, the Board of Directors of the Company has adopted Nomination and Remuneration Policy for nomination and remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management. The Nomination and Remuneration Committee inter-alia recommends the remuneration of Executive Directors, which is approved by the Board of Directors, subject to approval of the shareholders, wherever necessary. The Chairman and Managing Director evaluates the Senior Management Personnel, including KMPs considering the competencies/indicators provided in the Remuneration Policy. The Nomination and Remuneration Policy is available on the Company's website at <http://www.trivenigroup.com/investor/corporate-governance/policies.html>

Performance Evaluation and Criteria

The Nomination and Remuneration Committee has laid down the criteria for evaluation of performance of Directors based on the indicators provided in the Remuneration Policy. A structured questionnaire was prepared for capturing various aspects of the functioning of Board, such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. The performance evaluation of Independent Directors (IDs) was done by the entire Board of Directors, excluding the ID being evaluated, based on parameters, such as, number of meetings attended, inputs and

contribution made, independence of judgement, independence from management, effectiveness etc. The performance evaluation of the Board, its Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board expressed its satisfaction with the evaluation process.

Remuneration to Executive Directors

The remuneration to the Executive Directors is recommended by the Nomination and Remuneration Committee to the Board and after approval by the Board, the same is put up for the Shareholders approval. Executive Directors do not receive any sitting fees for attending the Board and Committee meetings.

During the FY 21 ended on March 31, 2021, the Company had two Executive Directors viz. Mr. Dhruv M Sawhney, Chairman and Managing Director (CMD) and Mr. Tarun Sawhney, Vice Chairman and Managing Director (VCMD).

The details of remuneration paid/payable to CMD and VCMD during the FY 21 ended on March 31, 2021 are as under:

₹ in Lakhs

Name of the Executive Director	Mr. Dhruv M. Sawhney	Mr. Tarun Sawhney
	CMD	VCMD
No. of Equity Shares held	37733691	13820236
Service Period	31.03.2020*1 to 30.03.2025	01.10.2018*1 to 30.09.2023
Salary	Nil	320.74
Performance Bonus/Commission	Nil	250.00
Contribution to PF & other funds*2	Nil	51.19
Other Perquisites	Nil	28.46
Total	Nil	650.39

*1 date of re-appointment. There is no notice period and no severance fees.

*2 does not include gratuity as it is provided based on actuarial valuation.

During the year, Mr Dhruv M. Sawhney has not drawn any remuneration from this Company in his capacity as Chairman and Managing Director of the Company. He has drawn remuneration from Triveni Turbines DMCC, Dubai (UAE), a foreign step-down subsidiary

of an Associate Company, Triveni Turbine Ltd. (TTL). The remuneration drawn by Mr Tarun Sawhney is within the ceiling prescribed under the Companies Act, 2013, Listing Regulations and in accordance with the approval of the Board and the Shareholders of the Company.

Remuneration to Non-Executive Directors (NEDs)

The Company pays sitting fee to its NEDs for attending the meetings of the Board and its Committees within the limits prescribed under the provisions of the Companies Act, 2013. In addition to the sitting fees, the NEDs are entitled to profit based commission within the limits approved by the shareholders of the Company. The said commission is decided by the Board and distributed to NEDs based on their performance.

The details of the remuneration paid/provided during the FY21 ended on March 31, 2021 to NEDs are as follows:-

₹ in Lakhs

Name of the Non-Executive Director	Sitting Fees	Commission	No. of Equity Shares held
Mr. Shekhar Datta*	14.75	10.00	10000
Mr. Nikhil Sawhney	9.60	45.00	14367837
Ms. Homai A. Daruwalla	15.00	11.00	Nil
Dr. Santosh Pande	10.60	10.00	Nil
Mr. Sudipto Sarkar	12.00	10.00	Nil
Mr. J.K. Dadoo	8.00	10.00	Nil

*ceased to be a director w.e.f. June 29, 2021

None of the Independent / Non-Executive Directors have any pecuniary relationship or transactions with the Company, its promoters and its senior management, its subsidiaries and associate companies except for the payment of remuneration as stated above. Dr. Santosh Pande, and Ms Homai A. Daruwalla, Independent Directors have received sitting fee / commission as Director and Member of Board/Committees of Triveni Turbine Ltd. (Associate Company), whereas Mr. Nikhil Sawhney, Promoter & Non-Executive Director is the Vice Chairman and Managing Director of the said Associate Company and has drawn remuneration from that Company.

During the year, the Company has not issued any Stock Option to the Directors including Independent Directors under its ESOP Schemes.

(III) Stakeholders' Relationship Committee (SRC) Composition, Meetings & Attendance

The Committee is headed by an Independent Director and consists of the members as stated below. During

the FY 21 ended on March 31, 2021 the Committee met once i.e. on March 24, 2021. The composition and attendance of each Committee Member is as under:-

Name of the Member	Category	No. of Meetings	
		Held	Attended
Dr. Santosh Pande – Chairman	Independent Non-Executive Director	1	1
Mr. Tarun Sawhney	Promoter & Executive Director	1	1
Mr. Nikhil Sawhney	Promoter & Non-Executive Director	1	1
Mr. Sudipto Sarkar	Independent Non-Executive Director	1	-

Terms of reference

The function and terms of reference/role of SRC broadly include:-

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- Review of the report(s) which may be submitted by the Company Secretary/RTA relating to approval/confirmation of requests for share transfer/transmission/transposition/consolidation/issue of duplicate share certificates/sub-division, consolidation, remat, demat etc on quarterly basis.

The constitution and terms of reference of the Stakeholders' Relationship Committee meet the requirements of Regulation 20 of the Listing Regulations read with the relevant provisions of the Companies Act, 2013. Ms. Geeta Bhalla, Group Vice President & Company Secretary has been designated as the Compliance Officer of the Company.

Details of investor complaints

During the FY 21 ended on March 31, 2021, the Company received complaints from various shareholders/investors directly and/or through the Stock Exchanges/SEBI relating to non-receipt of dividend / redemption money, annual report/notice of general meeting, new share certificates etc. All of them were resolved/replied suitably by furnishing the requisite information/documents. Details of investor complaints received and resolved during the FY 21 are as follows:

Opening Balance	Received	Resolved	Pending
Nil	5	5	Nil

Further, there were no pending share transfers and requests for dematerialization as on March 31, 2021.

(IV) Corporate Social Responsibility Committee (CSR Committee)

Composition, Meetings & Attendance

The Committee is headed by an Independent Director and consists of the members as stated below. During the FY 21 ended on March 31, 2021 the Committee met twice i.e. on June 16, 2020 and Sept 16, 2020. The composition and attendance of each Committee Member is as under:-

Name of the Member	Category	No. of Meetings	
		Held	Attended
Ms. Homai A. Daruwalla - Chairperson	Independent Non-Executive Director	2	2
Dr. Santosh Pande	Independent Non-Executive Director	2	2
Mr. Tarun Sawhney	Promoter & Executive Director	2	2
Mr. Nikhil Sawhney	Promoter & Non-Executive Director	2	2

Terms of reference

The CSR Committee is authorized to formulate and recommend to the Board, a CSR policy indicating the activity or activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013; recommend the amount to be spent on such activities; monitor the Company's CSR policy periodically and institute a transparent monitoring mechanism for the implementation of the CSR projects.

The constitution and terms of reference of the CSR Committee meet the requirements of relevant provisions of the Companies Act, 2013.

(V) Risk Management Committee (RMC)

In compliance with Regulation 21 of the Listing Regulations, the Board of Directors of the Company has constituted RMC effective from June 29, 2021. RMC is headed by an Executive Director and consists of four Board members (including an Independent Director) viz. Mr Dhruv M. Sawhney – Chairman, Mr Tarun Sawhney, Mr Nikhil Sawhney and Mr J.K. Dadoo.

Terms of reference

The role and powers of the RMC broadly include:

- To formulate a detailed risk management policy.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity.
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken.
- To review the appointment, removal and terms of remuneration of the Chief Risk Officer of the Company (if any).
- To coordinate the activities of the Committee with other committees, in instances where there is any overlap with activities of other such committees, as per the framework laid down by the board of directors.
- To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.
- To pursue such other activities and functions as may be provided under the relevant provisions of the Companies Act, 2013 or SEBI (LODR) Regulations, 2015 duly amended from time to time.

The constitution and terms of reference of RMC meet the requirements of Regulation 21 of the Listing Regulations.

Other Committees

Executive Sub-Committee

Apart from the above statutory committees, the Board of Directors have constituted an Executive Sub-Committee comprising of four (4) Directors to oversee routine matters that are in the normal course of the business. The Board of Directors have delegated certain powers to this Committee to facilitate the working of the Company. The Committee met once during the FY21 ended on March 31, 2021.

GENERAL BODY MEETINGS

Particulars of the last three Annual General Meetings are as follows:

Year	Date & Day	Location	Time	Special Resolution
2019-20	September 28, 2020 Monday	Conducted AGM through Video conferencing/other audio Visual means*.	11:00 a.m.	1. Re-appointment of Mr. Dhruv M. Sawhney as Managing Director (designated Chairman & Managing Director) of the Company for a period of five years w.e.f. 31.3.2020 and payment of remuneration to him.
2018-19	September 27, 2019 Friday	Company's Guest House at Deoband Sugar Unit Complex Deoband, District Saharanpur, U.P.	12:30 p.m.	1. Re-appointment of Mr Sudipto Sarkar as an Independent Director for a period of five years w.e.f. 14.9.2019.
2017-18	September 28, 2018 Friday	Company's Guest House at Deoband Sugar Unit Complex Deoband, District Saharanpur, U.P.	12:30 p.m.	1. Re-appointment of Mr. Tarun Sawhney as Managing Director (designated as Vice Chairman & Managing Director) of the Company for a period of five years w.e.f. 1.10.2018 and payment of remuneration to him.

*Pursuant to the General Circular dated May 5, 2020 issued by the Ministry of Corporate Affairs.

POSTAL BALLOT

(a) Details of the Special Resolution passed by the Company through Postal Ballot:

During the FY 21 ended on March 31, 2021, the Company has not sought approval from its shareholders for passing of any special resolution through Postal Ballot.

(b) Whether any special resolution is proposed to be conducted through postal ballot:

There is no immediate proposal for passing any special resolution through postal ballot on or before ensuing Annual General Meeting.

(c) Procedure for Postal Ballot:

The Company endeavours to follow the procedure laid down under the relevant provisions of the Act read with rules thereof and the provisions of the Listing Regulations as and when there is any proposal for passing resolutions by postal ballot.

MEANS OF COMMUNICATION

(a) **Quarterly Results:** The Unaudited quarterly / half yearly financial results and the annual audited financial results of the Company were published

in National English and Hindi newspapers and displayed on the website of the Company at www.trivenigroup.com and the same were also sent to all the Stock Exchanges where the equity shares of the Company are listed. The Investor's brief were also sent to Stock Exchanges.

(b) **Website www.trivenigroup.com:** Detailed information on the Company's business and products; quarterly / half yearly / nine months and annual financial results, Investor brief and the quarterly distribution of Shareholding are displayed on the Company's website.

(c) **Teleconferences and Press conferences, Presentation etc.:** The Company held quarterly Investors Teleconferences and Press Conferences for the investors of the Company after the declaration of the Quarterly / Annual Results. The Company made presentations to institutional investors /analysts during the period which are available on the Company's website.

(d) **Exclusive email ID for investors:** The Company has designated the email id shares@trivenigroup.com exclusively for investor servicing, and the

same is prominently displayed on the Company's website www.trivenigroup.com. The Company strives to reply to the Complaints within a period of 6 working days.

- (e) **Annual Report:** Annual Report contains inter-alia Audited Annual Stand-alone Financial Statement, Consolidated Financial Statement, Directors' Report and Auditors' Report. The Management Perspective, Business Review and Financial Highlights are also part of the annual report.
- (f) **The Management Discussion & Analysis:** The Management Discussion & Analysis Report forms part of the annual report.
- (g) **Intimation to Stock Exchanges:** The Company intimates stock exchanges all price sensitive information or such other information which in its opinion are material & of relevance to the shareholders. The Company also submits electronically various compliance reports / statements periodically in accordance with the provisions of the Listing Regulations on NSE and BSE Electronic Filing System.

- (c) **Dividend Record Date:** September 10, 2021
- (d) **Dividend Payment Date:** Within 30 days of AGM
- (e) **Listing on Stock Exchanges**

The equity shares of the Company are listed at the following stock exchanges:

Sl. No.	Name and Address of Stock Exchanges	Stock Code
1.	BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 023.	532356
2.	National Stock Exchange of India Ltd., Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra (E), Mumbai - 400 051.	TRIVENI

The Company has paid the listing fees for the Financial Year 2021-22 to both the aforesaid Stock Exchanges.

GENERAL SHAREHOLDER INFORMATION

(a) Annual General Meeting

Day & Date : Friday, September 17, 2021

Time : 3:00 P.M. (IST)

Venue : The Company is conducting the meeting through Video Conferencing/ Other Audio Visual Means pursuant to the General Circular dated January 13, 2021 read with General Circular dated May 5, 2020 issued by the Ministry of Corporate Affairs.

(b) Financial Year : April to March

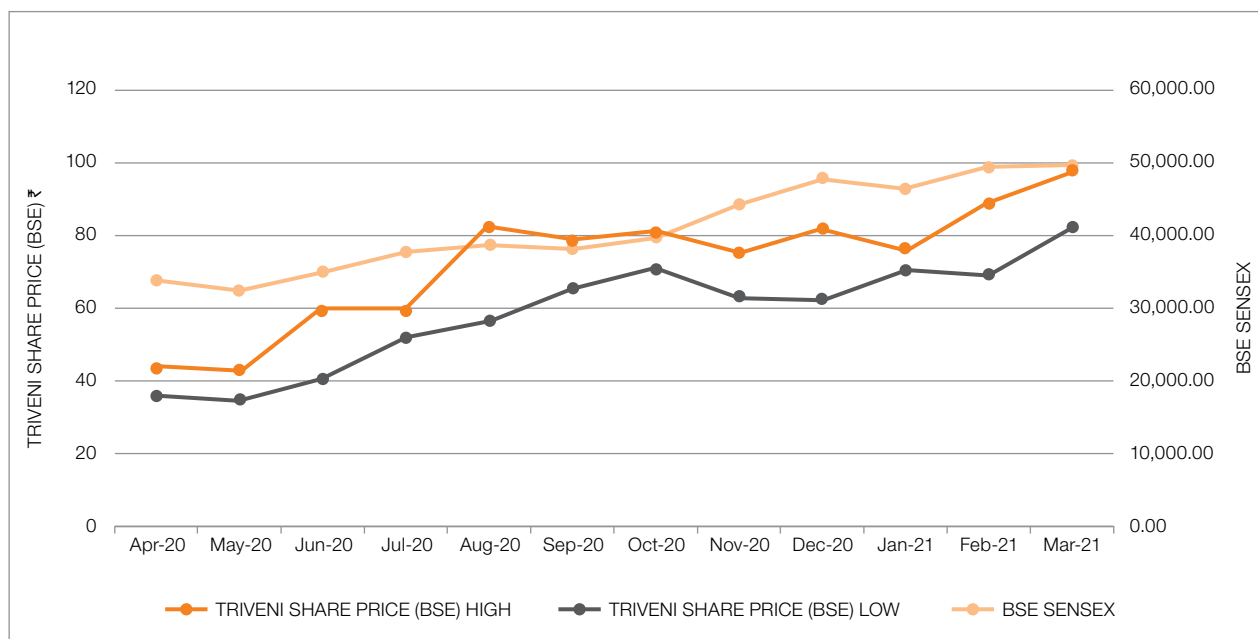
Financial calendar for the financial year 2021-22 (tentative)

Financial Reporting for the quarter ending June 30, 2021	By mid of August 2021
Financial Reporting for the quarter / half year ending September 30, 2021	By mid of November 2021
Financial Reporting for the quarter / nine months ending December 31, 2021	By mid of February 2022
Financial Reporting for the annual audited accounts for the financial year ending March, 31, 2022	By the end of May 2022

(f) Market Price Data/Stock Performance: FY21 ended on March 31, 2021

During the year under report, the trading in Company's equity shares was from April 1, 2020 to March 31, 2021. The high low price during this period on the BSE and NSE was as under:-

Month	Bombay Stock Exchange (BSE)		National Stock Exchange (NSE)	
	High	Low	High	Low
April, 2020	43.50	35.75	53.50	35.80
May, 2020	42.90	34.70	42.95	34.55
June, 2020	59.35	40.35	59.50	40.90
July, 2020	59.20	51.80	59.00	51.80
August, 2020	82.00	56.70	82.00	56.90
September, 2020	78.10	65.15	78.25	65.00
October, 2020	79.95	70.55	79.30	70.55
November, 2020	75.00	63.20	74.90	64.25
December, 2020	81.50	62.45	81.70	62.35
January, 2021	76.15	70.25	76.25	70.40
February, 2021	88.50	69.00	88.65	68.80
March, 2021	97.80	81.45	97.80	80.00

(g) Performance of the share price of the Company in comparison to the BSE Sensex

(h) Registrar & Share Transfer Agent

M/s KFin Technologies Pvt. Ltd.,
 (formerly M/s Karvy Fintech Pvt. Ltd.)
 Unit: Triveni Engineering & Industries Limited
 Selenium Tower B, Plot No.31-32, Gachibowli
 Financial District, Nanakramguda, Serilingampally Mandal,
 Hyderabad – 500 032
 Tel.:- Board No.: 040 6716 2222
 Fax No.: 040 23001153
 Email : einward.ris@kfintech.com

(i) Share Transfer System

The Company's share transfer authority has been delegated to the Company Secretary / Registrar and Transfer Agent M/s KFin Technologies Pvt. Ltd., which generally approves and confirms the request for share

transfer/ transmission / transposition / consolidation / issue of duplicate share certificates / sub-division, consolidation, remat, demat and perform other related activities in accordance with the Listing Regulations and SEBI (Depositories and Participants) Regulations, 1996 and submit a report in this regard to Stakeholders' Relationship Committee.

The shares sent for physical transfer are registered and returned within the stipulated period from the date of receipt of request, if the documents are complete in all respects. As per the requirement of regulation 40(9) of the Listing Regulations, a certificate on half yearly basis confirming due compliance of share transfer/transmission formalities by the Company from Practicing Company Secretary has been submitted to Stock Exchanges within stipulated time.

(j) Distribution of Equity Shareholding as on March 31, 2021

Group of Shares	Number of Shareholders	% of total Shareholders	Number of Shares held	% of Total Shares
From 1 - 500	43416	85.359	5357906	2.216
501 – 1000	3566	7.011	2844580	1.177
1001 - 2000	1766	3.472	2665707	1.103
2001 - 3000	560	1.101	1447216	0.599
3001 - 4000	270	0.531	964049	0.399
4001 - 5000	300	0.590	1424920	0.589
5001 - 10000	432	0.849	3263032	1.350
10001 & above	553	1.087	223787700	92.568
Total	50863	100.000	241755110	100.000

(k) Shareholding Pattern of Equity Shares as on March 31, 2021

Category	Number of Shares held	% of total Shareholders
Promoters	165439263	68.43
Mutual Funds	9625186	3.98
Banks/Financial Institutions/ Insurance Cos.	50	0.00
Foreign Portfolio Investors	6716286	2.78
Bodies Corporate/NBF	5938691	2.46
Indian Public(*)	49240746	20.37
NRIs / Foreign Nationals	4430638	1.83
Others – Clearing Members/ Trust/IEPF	364250	0.15
Total	241755110	100.00

(*) Includes 10,000 equity shares held by a director.

(l) Dematerialisation of Shares & Liquidity

The Company's equity shares are compulsorily traded in the electronic form. The Company has entered into an Agreement with NSDL and CDSL to establish electronic connectivity of its equity shares for scrip less trading. Both NSDL & CDSL have admitted the Company's equity share on their system.

The system for getting the shares dematerialised is as under:

- Share Certificate(s) along with Demat Request Form (DRF) will be submitted by the shareholder to the Depository Participant (DP) with whom he/she has opened a Depository Account.
- DP will process the DRF and generates a unique number DRN.
- DP will forward the DRF and share certificates to the Company's Registrar and Share Transfer Agent.
- The Company's Registrar and Share Transfer Agent after processing the DRF will confirm or reject the request to the Depositories.
- Upon confirmation, the Depository will give the credit to shareholder in his / her depository account maintained with DP.

As on March 31, 2021, 99.9% of total equity share capital of the Company was held in dematerialised form (including 100% of the promoter holding). The ISIN allotted by NSDL / CDSL is INE256C01024. Confirmation in respect of the requests for dematerialisation of shares is sent to NSDL and CDSL within the stipulated period.

(m) Outstanding GDR / ADR or Warrants

As on date there are no Global Depository Receipts (GDR), American Depository Receipt (ADR), Warrants or any other convertible instrument.

(n) Commodity price risk or foreign exchange risk and hedging activities

Barring sugarcane, the price of which is fixed by the Government, the Company is not exposed to any material commodity price risks in respect of other raw materials. In respect of its final products, the Company is exposed to sugar price risk and in view of sugar business being a dominant business of the Company, its impact is substantial. However, the Company does not have significant risks from foreign currency fluctuations as the foreign exposures are nominal. The details on these risks, mitigation and hedging potential thereof are stated in Note 41 of the Standalone Financial Statements

and in the Management Discussions & Analysis forming part of the Annual Report.

(o) Reconciliation of Share Capital Audit

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Reconciliation of Share Capital Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The Audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialised form and in physical form.

(p) Unclaimed Dividend

All unclaimed dividends upto the financial year 2011-12 (Final Dividend) have been transferred to the Investor Education and Protection Fund (IEPF), administered by the Central Government.

The dividends for the succeeding years remaining unclaimed for 7 years will be transferred by the Company to the said IEPF on the due dates as given hereunder:

Financial Year/ Period	Whether Interim/ Final	Date of declaration of Dividend	Due date for transfer to IEPF
2017-18	Interim Dividend	10.08.2017	10.09.2024
2018-19	Interim Dividend	13.02.2019	17.03.2026
2019-20	Interim Dividend	10.02.2020	15.03.2027

Shareholders who have not so far encashed their dividend warrant(s) or have not received the same are requested to seek issuance of duplicate warrant(s) by writing to the Company confirming non-encashment / non-receipt of dividend warrant(s).

(q) Transfer of Equity Shares to Investor Education and Protection Fund (IEPF)

In compliance with the requirements laid down in Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has transferred equity shares of all such shareholders whose dividends had remained unpaid or unclaimed for seven consecutive years or more, to the Demat Account of IEPF. However, the shareholders are entitled to claim their equity shares including all the corporate benefits accruing on such shares, if any, from the IEPF Authority by submitting an online application in prescribed Form IEPF-5 and sending a physical copy of the said Form duly signed by all the joint shareholders, if any, as per the specimen signatures recorded with the Company along

with requisite documents enumerated in the Form IEPF-5, to the Company's Registrar & Transfer Agent, M/s KFin Technologies Pvt. Ltd., Hyderabad. The Rules and Form IEPF-5 for claiming back the equity shares are available on the website of IEPF www.iepf.gov.in. It may please be noted that no claim shall lie against the Company in respect of equity shares transferred to IEPF pursuant to the said Rules. The details of the shareholders whose equity shares had been transferred to the Demat Account of the IEPF and the details of unclaimed dividends lying with the Company as on the date of last AGM (i.e. Sept 28, 2020) are available on the website of the Company at www.trivenigroup.com/investor/shareholders-information. Further, shares in respect of which dividend will remain unclaimed progressively for seven consecutive years, will be reviewed for transfer to the IEPF as required by law. In the interest of shareholders, the Company send prior intimation to the concerned shareholders to claim their unclaimed dividends in order to avoid transfer of dividend/shares to IEPF and publish a notice to this effect in the newspapers.

Equity shares of the Company lying in IEPF suspense account

In accordance with the requirement of Regulation 34(3) and Part F of Schedule V to the SEBI (Listing Regulations, detail of the equity shares in the suspense account are as follows:

Particulars	Number of Shareholders	No of Equity shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	864	76888
Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	3	1496
Number of shareholders to whom shares were transferred from suspense account during the year	3	3087
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	1025	100634

The voting rights on the shares outstanding in the said account as on March 31, 2021 shall remain frozen till the rightful owner of such shares claims the shares.

(r) Locations

Registered Office

Triveni Engineering & Industries Limited
 Deoband, Distt. Saharanpur
 Uttar Pradesh - 247 554
 Tel. :- 01336-222185, 222497
 Fax :- 01336-222220

Share Department

Triveni Engineering & Industries Ltd.
 8th Floor, Express Trade Towers,
 15-16, Sector 16A, Noida-201 301.
 Tel. :- 0120-4308000; Fax :- 0120-4311010-11
 email :- shares@trivenigroup.com

Plant Locations

Detailed information on plant / business locations is provided elsewhere in the Annual Report.

Address for correspondence

Please contact the Compliance Officer of the Company at the following address regarding any questions or concerns:

Ms. Geeta Bhalla
 Group Vice President & Company Secretary
 Triveni Engineering & Industries Ltd.
 8th Floor, Express Trade Towers,
 15-16, Sector 16A, Noida-201 301.
 Tel. :- 0120-4308000; Fax :- 0120-4311010-11
 Email :- shares@trivenigroup.com

(s) Credit Rating

During the financial year 2020-21, ICRA has, reaffirmed the rating for long term and short term facilities of the Company at AA- and A1+ respectively with stable outlook. However, subsequent to the year while reaffirming the credit rating, ICRA has revised the outlook on rating from 'Stable' to 'Positive'.

OTHER DISCLOSURES

• Related Party Transactions

During the year, there was no materially significant related party transaction which may have potential conflict with the interest of the Company. The Company has formulated a Related Party Transaction Policy which has been uploaded on its website at <http://www.trivenigroup.com/investor/corporate-governance/policies.html>. Details of related party information and transactions are being placed before the Audit Committee from time to time. The details of the related party transactions during the year have been provided in Note No.39 to the financial statements.

- **Disclosures of Accounting Treatment**
In the financial statements for the year ended March 31, 2021, the Company has followed the treatment as prescribed in the applicable Accounting Standards.
- **Disclosures on acceptance of recommendations made by the Board Committees**
During the financial year under review, there was no such instance wherein the Board had not accepted any recommendation of the any Committee of the Board. All the recommendations made by the Committees of the Board were accepted by the Board.
- **Details of Non-Compliance by the Company, penalties, stricture imposed on the Company by the Stock Exchanges, SEBI or any statutory authorities or any matter related to capital markets.**
The Company has complied with all the requirements of the Stock Exchanges / the Regulations and guidelines of SEBI and other Statutory Authorities on all matters relating to capital markets. No penalties or strictures have been imposed by SEBI, Stock Exchanges or any statutory authorities on matters relating to capital markets during the last three years.
- **Whistle Blower Policy and Affirmation that no personnel has been denied access to the Audit Committee**
The Company has established a vigil mechanism through a Whistle Blower Policy for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The mechanism provides for adequate safeguards against victimisation of director(s)/ employee(s) who express their concerns and also provides for direct access to the Chairperson of the Audit Committee in exceptional cases. During the year under review, no personnel was denied access to the Audit Committee.
- **Disclosures in relation to The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**
The Company has formulated a policy on prevention of Sexual Harassment in accordance with the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder which is aimed at providing every women at the workplace a safe, secure and dignified work environment. No complaint of sexual harassment was received from any women employee during the year.
- **Code for prevention of Insider Trading**
The Company has formulated comprehensive Code of Conduct to regulate, monitor and report trading by Insiders in line with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended. The Code lays down the guidelines which advise on procedures to be followed and disclosures to be made, while dealing in shares of the Company and the consequences of non-compliances, including the policy for enquiry in case of leak or suspected leak of Unpublished Price Sensitive Information ('UPSI'). The Company has also adopted Code for Fair Disclosure of UPSI along with Policy for Determination of Legitimate Purposes and the same is available on the Company's website at <http://www.trivenigroup.com/investor/corporate-governance/policies.html>
- **Code of conduct for Directors and Senior Executives**
The Company has laid down a Code of Conduct for all Board Members and the Senior Executives of the Company. The Code of conduct is available on the Company's website www.trivenigroup.com. They have affirmed their compliance with the said code of conduct for the financial year ended March 31, 2021. A declaration to this effect duly signed by the Chairman and Managing Director is given below:

**To the Shareholders of
Triveni Engineering & Industries Ltd.**

Sub.: Compliance with Code of Conduct

I hereby declare that all the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct as adopted by the Board of Directors and applicable to them for the financial year ended March 31, 2021.

Dhruv M. Sawhney
June 29, 2021 Chairman and Managing Director
- **Certification**
The Chairman and Managing Director and Group CFO have certified to the Board of Directors, inter-alia, the accuracy of financial statements and adequacy of internal controls for the financial reporting purpose as required under Regulation 17 (8) of Listing Regulations, for the year ended March 31, 2021. The said certificate forms part of the Annual Report.

Further, as required under Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate from the Company Secretary in Practice has

been received stating that none of the Directors on the Board have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board / Ministry of Corporate affairs or any such statutory authority. The said certificate forms part of the Annual Report.

Remuneration to Statutory Auditors

M/s S S Kothari Mehta & Co. (Firm Registration No. 000756N), are holding the office of Statutory Auditors of the Company and one of its wholly owned subsidiaries namely, Mathura Wastewater Management Pvt. Ltd. (MWMPL). The particulars of payment of Statutory Auditors fees on consolidated basis is given below:

Particulars	(Amount in ₹)
Service as Statutory Auditor (including quarterly limited review)	62,45,000
Other matters (including tax audit of MWMPL)	5,45,000
Re-imbursment of out of pocket expenses	24,985
Total	68,14,985

• Details of compliance with mandatory requirements and adoption of the non-mandatory requirements

The details of mandatory requirements are mentioned in this Report. The Company is in compliance with the requirements specified under regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations, as applicable, with regard to corporate governance.

The status of adoption of the discretionary requirement as prescribed in Schedule II Part E of the Listing Regulations is as under:

Modified opinion(s) in audit report

The opinion expressed by the Auditor in the audit report on the financial statements for the year ended March 31, 2021 is unmodified.

• Subsidiary Companies

There are ten unlisted Indian wholly owned subsidiary companies viz. Triveni Industries Ltd., Triveni Engineering

Ltd., Triveni Energy Systems Ltd., Triveni Entertainment Ltd., Svastida Projects Ltd., Mathura Wastewater Management Pvt. Ltd. Triveni Sugar Ltd., Gauragi Enterprises Ltd., United Shippers & Dredgers Ltd., and Triveni Foundation (Section 8 Company). None of these subsidiaries is the "Material Non-listed Subsidiary" in terms of Regulation 16(1)(c) of the Listing Regulations. The Company regularly places before the Board, minutes of the unlisted subsidiaries of the Company. The Company has a policy for determining Material Subsidiary which has been uploaded on its website at <http://www.trivenigroup.com/investor/corporate-governance/policies.html>

• Disclosure of commodity price risks and commodity hedging activities

With respect to inputs, the Company is not exposed to any material commodity price risks. However, with respect to the outputs, the Company is exposed to risks relating to the sugar price. In view of lack of adequate depth in commodity exchange/s in India, there is little potential of effective hedging but the Company strives to minimise the risk by an effective sales strategy.

AUDITORS' CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

The certificate dated June 29, 2021 from Statutory Auditors of the Company (M/s SS Kothari Mehta & Co.) confirming compliance with the Corporate Governance requirements as stipulated under the Listing Regulations is annexed hereto.

The above report has been adopted by the Board of Directors of the Company at their meeting held on June 29, 2021.

For and on behalf of the Board of Directors

Dhruv M. Sawhney

Chairman and Managing Director

DIN: 00102999

June 29, 2021

Annexure-C

Independent Auditor's Certificate on Corporate Governance

To
The Members of
Triveni Engineering & Industries Limited

We have examined the compliance of conditions of Corporate Governance by Triveni Engineering & Industries Limited ("the Company") for the year ended March 31, 2021, as stipulated in Regulations 17 to 27 and clause (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') pursuant to the Listing Agreement of the Company with Stock Exchanges.

MANAGEMENT'S RESPONSIBILITY

The compliance of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to ensure the compliance with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

AUDITOR'S RESPONSIBILITY

Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the terms and conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended March 31, 2021.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

OPINION

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations during the year ended March 31, 2021.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

RESTRICTION ON USE

This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

For **S. S. Kothari Mehta & Company**
Chartered Accountants
Firm Registration No. 000756N

Yogesh K. Gupta
Partner

Membership No. 093214
UDIN: 21093214AAAAEA6755

Place: Faridabad (Haryana)
Dated: June 29, 2021

CEO/CFO Certification

To
The Board of Directors
Triveni Engineering & Industries Limited

Sub : CEO / CFO certification under Regulation 17(8) of Listing Agreement

We, Dhruv M. Sawhney, Chairman and Managing Director and Mr. Suresh Taneja, Group CFO certify to the Board that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2021 and that to the best of our knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee:
 - (i) That there were no significant changes in internal control over financial reporting during the year;
 - (ii) There are no significant changes in accounting policies during the year and;
 - (iii) That there were no instances of significant fraud, of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Suresh Taneja
Group CFO

Dhruv M. Sawhney
Chairman and Managing Director

June 29, 2021

Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members of
M/s Triveni Engineering & Industries Limited
Deoband, District Saharanpur,
Uttar Pradesh-247554

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of TRIVENI ENGINEERING & INDUSTRIES LIMITED having CIN-L15421UP1932PLC022174 and having registered office at DEOBAND, SAHARANPUR, UTTAR PRADESH- 247554 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs or any such other Statutory Authority.

Sl. No.	Name of Director	DIN	Date of appointment in Company
1	Mr. Dhruv Manmohan Sawhney	00102999	20/09/1992
2	Mr. Tarun Sawhney	00382878	19/11/2008
3	Mr. Nikhil Sawhney	00029028	19/11/2008
4	Ms. Homai Ardeshir Daruwalla	00365880	07/11/2013
5	Mr. Santosh Pande	01070414	16/04/2014
6	Mr. Shekhar Datta	00045591	25/04/2009
7	Mr. Sudipto Sarkar	00048279	07/11/2015
8	Mr. Jitendra Kumar Dadoo	02481702	21/05/2019

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Suresh Gupta & Associates**
Company Secretaries

Suresh Gupta
(Proprietor)
FCS No. 5660
C. P. No. 5204

Date: June 29, 2021
Place: Noida

Peer Review Cert. No.740/2020
UDIN: F005660C000534091

Annexure-D

Form No. MR-3**SECRETARIAL AUDIT REPORT****For The Financial Year Ended March 31, 2021**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,
Triveni Engineering and Industries Limited
(CIN: L15421UP1932PLC022174)
Deoband, District Saharanpur,
Uttar Pradesh-247 554.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Triveni Engineering and Industries Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We report that-

- a) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial statements of the Company.
- d) Where ever required, we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc.
- e) The compliance of the provisions of the Corporate and other applicable laws, rules, regulation, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

- f) The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2021 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on March 31, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) *The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (d) *Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) *The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

*No event took place under these Regulations during the Audit period.

We have also examined compliance with the applicable clauses of the Secretarial Standards on Meetings of the Board of Directors and General Meetings issued by The Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards, to the extent applicable, as mentioned above.

- (vi) Some of the other laws specifically applicable to the company are as under:-
- The Food Safety and Standards Act, 2006
 - Essential Commodities Act, 1955
 - Indian Boilers Act, 1923
 - U.P. Sugarcane (Purchase Tax) Act, 1961
 - U.P. Sheera Niyantaran Adhiniyam, 1964
 - Legal Metrology Act, 2009
 - The Electricity Act, 2003

We have checked the compliance management system of the Company to obtain reasonable assurance about

the adequacy of systems in place to ensure compliance of specifically applicable laws and this verification was done on test basis. In our opinion and to the best of our information and according to explanations given to us, we believe that the compliance management system of the Company is adequate to ensure compliance of laws specifically applicable to the Company.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all directors of the Board Meetings. Agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

Board decisions are carried out with unanimous consent and therefore, no dissenting views were required to be captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations, standards and guidelines.

We further report that during the audit period, the Company has completed the Buy-back of shares approved on August 10, 2020 by the Board of Directors of the Company. Pursuant to the offer, the Company has bought back and extinguished 61,90,000 equity shares of Re.1/- each at a price of ₹ 105/- per share aggregating to ₹ 64,99,50,000 representing 2.5% of the issued, subscribed and paid capital of the Company and except the above there was no other specific event / action which would have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, standards, guidelines, etc.

For **Suresh Gupta & Associates**
Company Secretaries

Suresh Gupta
Proprietor
FCS No.:5660
CP No.:5204

Date: June 29, 2021
Place: Noida

Peer Review Cert. No.: 740/2020
UDIN: F005660C000534023

Annexure-E

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

For the Financial Year Ended March 31, 2021

1. Brief outline on CSR Policy of the Company:

The CSR Policy is to lay down guidelines for the Company to make CSR as one of the key focus areas for the well being of people, providing employment potential to them and preserving environment.

2. Composition of CSR committee:

Sl. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Ms. Homai A. Daruwalla	Chairperson/Non-Executive Independent Director	2	2
2.	Dr. Santosh Pande	Member/Non-Executive Independent Director	2	2
3.	Mr. Tarun Sawhney	Member/Promoter & Executive Director	2	2
4.	Mr. Nikhil Sawhney	Member/Promoter & Non Executive Director	2	2

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

Particular	Web-link
Composition	https://www.trivenigroup.com/corporate-governance
CSR Policy	https://www.trivenigroup.com/files/policies/CSR%20Policy.pdf
CSR Projects	https://www.trivenigroup.com/community

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report):

Not applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any : Nil

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)*
1.	Not Applicable	Nil	Nil

*the Company has not availed any setoff benefits.

6. Average net profit of the company as per section 135(5):

The average net profit of the Company for the preceding three financial years was ₹ 20834.53 lakhs.

7. (a) Two percent of average net profit of the company as per section 135(5): ₹ **416.69 lakhs**
- (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **Nil**
- (c) Amount required to be set off for the financial year, if any: **Nil**
- (d) Total CSR obligation for the financial year (7a+7b-7c): ₹ **416.69 lakhs**

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in ₹ lakhs)	Amount Unspent (in ₹ lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
440.29	Nil	NA	NA	Nil	NA

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project State District	Project duration	Amount allocated for the project (in ₹ lakhs)	Amount spent in the current financial Year (in ₹ lakhs)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹ lakhs)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency Name CSR Registration number
----- Nil -----										

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project State District	Amount spent for the project (in ₹)	Mode of implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency Name CSR registration number
1	Support to Nursing School	Education & Training	Yes	Delhi Delhi	36.00	No	Tirath Ram Shah Charitable Hospital CSR00008746
2	Support to School at Deoband	Education & Training	Yes	U.P. Saharanpur	68.00	Yes	-
3	Soil Health Analysis and fertilizer incentive Program	Ecological Balance and Maintaining Quality of Soil Air and Water	Yes	U.P. Sugar Units at various locations	172.86	Yes	-
4	WASSER 2020-21 Research and development for optimization of resource usage through application of state-of-art techniques for effective resource management	Environmental Sustainability	No All India	All India -	30.00	No	CII-Triveni Water Institute -through Triveni Foundation
5	Support for developing a digital water platform for generating knowledge awareness to enable new insights into water management	Environmental Sustainability	No All India	All India -	30.00	No	CII-Triveni Water Institute -through Triveni Foundation
6	Sanitation program for the prevention and spread of Covid-19.	Health care	Yes	Delhi Delhi	26.05	No	Tirath Ram Shah Charitable Hospital CSR00008746
7	Cancer Screening Program for Women	Health care	Yes	Delhi Delhi	32.38	No	Tirath Ram Shah Charitable Hospital CSR00008746
8	Supporting football for children & youth in villages / small schools	Promoting Sports	No North India	North India -	5.00	No	India Youth Soccer Association (IYSA) -through Triveni Foundation
9	Prime Minister Relief Fund		No All India	All India	40.00	No	Prime Minister Relief Fund
Total					440.29		

- (d) **Amount spent in Administrative Overhead:** Nil
- (e) **Amount spent on Impact Assessment, if applicable:** Not applicable
- (f) **Total amount spent for the Financial Year (8b+8c+8d+8e):** ₹ 440.29 lakhs
- (g) **Excess amount for set off, if any:**

Sl. No.	Particular	Amount (in ₹ lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	416.69
(ii)	Total amount spent for the Financial Year	440.29
(iii)	Excess amount spent for the financial year [(ii)-(i)]	23.60
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	23.60

9. (a) **Details of Unspent CSR amount for the preceding three financial years:**

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
Nil							

(b) **Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of reporting Financial Year (in ₹)	Status of the project - Completed / Ongoing
----- Nil -----								

10. **In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details):** NA

- (a) **Date of creation or acquisition of the capital asset(s) :** NA
- (b) **Amount of CSR spent for creation or acquisition of capital asset :** Nil
- (c) **Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc :** NA
- (d) **Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset) :** NA

11. **Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):** Not Applicable

For and on behalf of the Board of Directors

Homai A. Daruwalla
 Chairperson – CSR Committee
 DIN: 00365880

Dhruv M. Sawhney
 Chairman and Managing Director
 DIN: 00102999

June 29, 2021

Annexure-F

A) CONSERVATION OF ENERGY

a) The steps taken or impact on conservation of energy

1. The change in manufacturing process to produce raw sugar for exports at three sugar units and B-heavy molasses for production of ethanol at four sugar units led to significant reduction in process steam and power consumption and thereby conservation of energy.
2. Installed a fan-less 200 M³/Hr capacity cooling tower for power turbines oil coolers, mill turbines oil coolers and mill bearing cooling resulting in reduction of ground water utilization and consequently power consumption as earlier a tube well was being used for this at Deoband Sugar Unit.
3. Extensive insulation at boiler, steam lines, condensate lines and vapour lines in boiling house to reduce heat losses and consequently bagasse savings at Khatauli Sugar Unit.
4. Modified the economiser of the boiler to improve the outlet temperature of water, resulting in improvement in bagasse saving due to better steam-fuel ratio at Khatauli Sugar unit.
5. Reduction in mill RPM resulted in reduced bagasse moisture consequently improving the steam-fuel ratio at Khatauli Sugar Unit.
6. Enhanced the heating surface area of PHE in the CPU stream at Cogeneration unit at Khatauli, resulting in higher return condensate recovery from the sugar unit thereby improving efficiency of the boiler and bagasse savings.
7. Insulation/lagging at exposed surfaces of the boiler, evaporator and pan station, steam and vapour lines to reduce heat losses at Chandanpur and Milaknarayanpur Sugar Units.
8. Installed VFD at the B-heavy molasses pump and operated the pump on 50 % lesser power consumption, resulting in saving the energy at Raninangal Sugar Unit.

9. Installed a 200 KVAR capacitor bank at Raninangal and Chandanpur Sugar Units resulting in improvement in the power factor and thus savings of power.
10. Installed new flow meters to measure and control the consumption of process water in various operations at Khatauli, Deoband, Chandanpur and Sabitgarh Sugar Units.
11. Converted clear juice heating from single stage to double stage heating by installing new direct contact heater resulting in steam saving at Sabitgarh Sugar Unit.
12. Automation of two Pans resulted in stoppage of one injection pump of about 100 KW throughout the season at Ramkola Sugar Unit.
13. Replaced three old 112 KW motors with the energy efficient motors at Ramkola Sugar Unit.
14. Installed planetary drive resulting in reduction in power consumption at dry seed crystallizer at Ramkola Sugar Unit.
15. Optimal utilization of furnace capacity through better planning and clubbing of jobs in each charge resulted in reduction in specific electrical energy consumption per ton of material heat treated by at our Power Transmission Business in Mysuru.
16. Continued replacement of conventional lightings with energy efficient LED lights at our various business locations.

b) The steps taken by the Company for utilising alternate source of energy

- At Power Transmission Business, arrangements have been made to source significant portion of its power requirement, generated from wind energy, an alternate renewable source of power.
- Solar panels/cells are being used at cane zonal offices of Raniangal unit and at out-centre cane weighbridges for lighting and other uses at Ramkola unit.

Apart from above, in all sugar units of the Company, majority of power is generated through bagasse, which is a renewable source of energy.

c) The capital investment on energy conservation equipment

The Company has incurred ₹ 58 lakhs towards energy conservation equipment during the year.

B) TECHNOLOGY ABSORPTION

(i) The efforts made towards technology absorption;

All our businesses use mostly indigenous technology except for Power Transmission Business ("PTB"), which apart from own technology up to 7.5 MW, gets technology under Licence Agreements. PTB is self-sufficient in the application of the technologies obtained under the License Agreements. The Business is also involved in R&D activities to develop fundamental understanding of technology, to evolve other products and to also improve upon existing range of products.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution

Both our engineering businesses are continually engaged in the improvement of the product features and value engineering so as to be cost competitive in the market place and to protect their margins.

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

a) the details of technology imported *	No technology was imported during the last three years.
b) the year of import	NA
c) whether the technology has been fully absorbed	NA
d) if not fully absorbed, areas where absorption has not taken place and reasons thereof;	NA

*The Power Transmission Business has a License Agreement with an overseas party under which limited information by way of drawings is provided to undertake manufacture of the product and as such, the underlying technology is not passed. However, the Business leverages its knowledge and undertakes internal R&D to develop new products / applications.

C) FOREIGN EXCHANGE EARNINGS & OUTGO

Earnings in foreign exchange	₹ 1571.91 lakhs
Foreign exchange outgo	₹ 3782.73 lakhs *

*include advancing a loan of ₹ 1733.60 lakhs to an associate company

For and on behalf of the Board of Directors

Dhruv M. Sawhney

Chairman and Managing Director

DIN: 00102999

June 29, 2021

Annexure-G

Particulars of Employees Pursuant to Section 197 (12) of the Companies Act, 2013 ('ACT') Read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i) The percentage increase in remuneration of each Director, CFO and CS during the FY 21, ratio of remuneration of each Director to the median remuneration of the employees of the Company for the FY 21

Name of Director/KMP and Designation	Ratio of remuneration to Median remuneration	% increase of remuneration in FY 21
(i) Mr. Dhruv M. Sawhney* ¹ Chairman and Managing Director (CMD)	N.A.	N.A.
(ii) Mr. Tarun Sawhney* ² Vice Chairman and Managing Director (VCMD)	150.21	16.92%
(iii) Mr. Nikhil Sawhney Non-Executive Director	12.61	31.88%
(iv) Mr. Shekhar Datta Non-Executive Independent Director	5.72	25.32%
(v) Ms. Homai A. Daruwalla Non-Executive Independent Director	6.00	36.84%
(vi) Dr. Santosh Pande Non-Executive Independent Director	4.76	6.74%
(vii) Mr. Sudipto Sarkar Non-Executive Independent Director	5.08	22.22%
(viii) Mr. Jitendra Kumar Dadoo Non-Executive Independent Director	4.16	16.13%
(ix) Mr. Suresh Taneja* ² Group Chief Financial Officer	53.90	3.19%
(x) Ms. Geeta Bhalla* ² Group Vice President & Company Secretary	22.08	9.67%

*1 No salary is being drawn by the CMD.

*2 Gratuity is provided based on actuarial valuation and hence, remuneration does not include gratuity.

Note:

- The remuneration to Non-Executive Independent Directors includes commission in accordance with the relevant provisions of the Companies Act, 2013 due to better profitability.
- In the Financial year 2020 – 21, the annual median remuneration was at ₹ 4.33 lakhs and there was an increase of 5.88% in the median remuneration of the employees as compared to last year (The salaries of seasonal employees in sugar units have not been considered herein as they are deployed only for the duration of the Sugar season and not for the entire year).
- There were 3872 permanent employees (896 officers, 2976 workmen including 1608 seasonal employees) on the rolls of the Company as on March 31, 2021.
- The average percentage salary increases of employees other than managerial personnel was 5.68% against 16.92% in the managerial remuneration (pertaining to VCMD). There has been no increase in the salary of VCMD during FY21. The increase in remuneration is on account of higher performance bonus as per approvals of Board and Shareholders' in accordance with the relevant provisions of the Companies Act, 2013, due to better profitability. Further, the increase in remuneration is in line with considerable management effort to plan, implement and achieve improvement in operational efficiencies of the Sugar Business, which will help the Company to better withstand cyclicity in the sugar industry.
- It is hereby affirmed that the remuneration paid during the financial ended March 31, 2021 is as per the Nomination and Remuneration policy of the Company.

For and on behalf of the Board of Directors

Dhruv M. Sawhney

Chairman and Managing Director

DIN: 00102999

June 29, 2021

Annexure-I

Business Responsibility Report – 2020-21

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1	Corporate Identity Number (CIN) of the Company	L15421UP1932PLC022174														
2	Name of the Company	Triveni Engineering & Industries Limited														
3	Registered Address	Deoband, District Saharanpur, Uttar Pradesh- 247554														
4	Website	www.trivenigroup.com														
5	E-mail ID	shares@trivenigroup.com														
6	Financial Year reported	2020-21														
7	Sector(s) that the Company engaged in (industrial activity code-wise)	<table border="1"> <thead> <tr> <th>NIC Code</th> <th>Product Description</th> </tr> </thead> <tbody> <tr> <td>1072</td> <td>Sugar</td> </tr> <tr> <td>35106</td> <td>Cogeneration (Power)</td> </tr> <tr> <td>1101</td> <td>Industrial Alcohol including Ethanol, Potable Alcohol and Potable Liquor</td> </tr> <tr> <td>20239</td> <td>Hand Sanitizer</td> </tr> <tr> <td>281</td> <td>Industrial Gears</td> </tr> <tr> <td>360</td> <td>Water & Waste Water Treatment</td> </tr> </tbody> </table>	NIC Code	Product Description	1072	Sugar	35106	Cogeneration (Power)	1101	Industrial Alcohol including Ethanol, Potable Alcohol and Potable Liquor	20239	Hand Sanitizer	281	Industrial Gears	360	Water & Waste Water Treatment
NIC Code	Product Description															
1072	Sugar															
35106	Cogeneration (Power)															
1101	Industrial Alcohol including Ethanol, Potable Alcohol and Potable Liquor															
20239	Hand Sanitizer															
281	Industrial Gears															
360	Water & Waste Water Treatment															
8	List three key products/services that the Company manufactures/ provides	Sugar and Ethanol Industrial Gears (High speed Gears) Solutions relating to Waste Water, Sewage and Effluents														
9	Total number of location where business activity is undertaken by the Company	<p>(a) Number of International Locations (Provide details of major 5) The Company is majorly operating in domestic market. Water segment of the company has won an Overseas job in country of Maldives which will be undertaken in next FY'22</p> <p>(b) Number of National Locations: Uttar Pradesh (UP) - 03 Sugar manufacturing plants in West UP, 03 in Central UP and 01 in East UP; - 04 cogenerations plants in 3 sugar units in West UP, 02 in Central UP; - 02 Distilleries situated in West U.P. (Muzaffarnagar and Sabitgarh). - Water Business at Noida, with projects being executed all over India - IMIL & Hand Sanitizers manufacturing plants at Muzaffarnagar (UP) - Corporate and Registered Offices at Noida & Deoband respectively.</p> <p>(c) Karnataka - Manufacturing facilities of High Speed & Niche Low speed Gears and other equipment at Mysuru.</p>														
10	Markets served by the Company: Local/State/ National/ International	<table border="1"> <tbody> <tr> <td>Local</td> <td>Yes</td> </tr> <tr> <td>State</td> <td>Yes</td> </tr> <tr> <td>National</td> <td>Yes</td> </tr> <tr> <td>International</td> <td>Yes*</td> </tr> </tbody> </table>	Local	Yes	State	Yes	National	Yes	International	Yes*						
Local	Yes															
State	Yes															
National	Yes															
International	Yes*															

* mainly through exports by Power Transmission Business and exports by Sugar Business either directly or through merchant exporters

SECTION B: FINANCIAL DETAILS OF THE COMPANY.**Triveni Engineering & Industries Limited**

	FY-21 Standalone ₹ Lakhs	FY-21 Consolidated ₹ Lakhs
1 Paid-up Capital	2417.57	2417.57
2 Total Income	472750.64	473374.98
(a) Revenue from operations	469320.49	470335.14
(b) Other income	3430.15	3039.84
3 Profit for the year (after taxes and minority interest)	27330.86	29460.27
4 Total Comprehensive Income	27302.00	29399.53
5. Total Spending on Corporate Social Responsibility (CSR) as percentage of profit before tax	0.96% of Profit before tax of FY 2020-21 and 2% of average profit of last three years.	
6. List of activities in which expenditure in 5 above has been incurred	1. Education 2. Healthcare 3. Environmental sustainability, ecological balance and maintaining quality of soil, air and water 4. Training to promote nationally recognized sports 5. Contribution to Prime Minister Relief Fund	

SECTION C: OTHER DETAILS**1. Does the Company have any Subsidiary Company/ Companies?**

Yes, the Company has ten subsidiaries as on March 31, 2021.

2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s).

The Subsidiary Companies are in the nascent stages of setting up their respective businesses and hence, these do not have any active participation in the BR initiatives. However, one subsidiary company, Mathura Wastewater Management Private Limited has carried out substantial business activities in the third year of operation and endeavors to follow the BR initiative of the parent company.

3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company?

While the suppliers or distributors are not directly involved in the BR initiatives pursued by the Company, the Company arranges with third parties to provide their expertise, products and services for the benefit of the farmers who are the supply chain partners to the Company. Further, the Company also engages with the farmers directly to provide expert knowledge on latest farming techniques and prevention of disease to the crop

If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%].

Not Applicable

SECTION D: BR INFORMATION**1. Details of Director/Directors responsible of BR**

a) Details of the Director/Director responsible for implementation of the BR policy/policies

DIN No: 00382878

Name: Mr. Tarun Sawhney

Designation: Vice Chairman and Managing Director

b) Details of the BR head*

Sl. No.	Particulars	Details
1.	DIN Number (if applicable)	Not applicable
2.	Name & Designation	Mr Sameer Sinha, President-Sugar Business Group & Corporate Planning Mr. Rajiv Rajpal, CEO-Power Transmission Business Mr. Kamal Verma, CEO-Water Business
3.	Telephone number	0120-4308000 0821-4280501 0120-4748000
4.	e-mail id	ssinha@ho.trivenigroup.com rajivrajpal@ptb.trivenigroup.com kamal.verma@projects.trivenigroup.com

2. Principle-wise (as per NVGs) BR Policy/policies:

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These briefly are as follows:

-
- P1** Business should conduct and govern themselves with ethics, Transparency and Accountability.
 - P2** Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
 - P3** Businesses should promote the well-being of all employees.
 - P4** Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
 - P5** Businesses should respect and promote human rights.
 - P6** Business should respect, protect, and make efforts to restore the environment.
 - P7** Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
 - P8** Businesses should support inclusive growth and equitable development.
 - P9** Businesses should engage with and provide value to their customers and consumers in a responsible manner.
-

a. Details of compliance:

Sl. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have policy/policies for BR?					Yes				
2	Has the policy being formulated in consultation with the relevant stakeholder?	The Company has formulated the policies, SOPs and adopted best practices by considering inputs, feedback and sensitivities of the stakeholders, wherever practicable.								
3	Does the policy conform to any national/international standards? If yes, specify? (50 words)	Yes, the policies/practices broadly conform to the National Voluntary Guidelines (NVGs) issued by the Ministry of Corporate Affairs, Government of India, and the policies are compliant with applicable laws as mapped against the principles mentioned in NVGs.								
4	Has the policy being approved by the Board? If yes, has it been signed by MD/owner/CEO/appropriate Board Director?	Yes, the Board of Directors of the Company has approved the BR Policy and the same has been signed by the VCMD, pursuant to the authorization by the Board.								
5	Does the company have a specified committee of the Board/Director/Official to oversee the implementation of the policy?					Yes				
6	Indicate the link for the policy to be viewed online?	The link for the Policies: www.trivenigroup.com								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	The internal stakeholders have been made aware of the policies through appropriate means of communication. For the external stakeholders, the policy has been posted on the Company's website and they have also being made aware of details of such policy and about its availability on the website of the Company								
8	Does the company have in-house structure to implement the policy/policies					Yes				
9	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?					Yes				
10	Has the company carried out independent audit/evaluation of the working of this policy by an internal or external agency?	There is an adequate system in force to ensure effective implementation. The audit by an external agency will be arranged in the due course.								

- b. If answer to the question at Sl.No. 1 against any principle, is “No” please explain why: (Tick up to 2 options):

Sl. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The company has not understood the Principles									
2	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles.									
3	The Company does not have financial or manpower resources available for the task.									NOT APPLICABLE
4	It is planned to be done within next 6 months									
5	It is planned to be done within next 1 year									
6	Any other reason (please specify)									

3. Governance related to BR

- Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to access the BR performance of the Company. Within 3 months. 3-6 months, Annually, More than 1 year.

The Board of Directors have adopted BR Policy in Feb 2018 and BR Performance of the Company is reviewed by VCMD/BR heads annually.

- Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

This is the fourth Business Responsibility Report which forms part of the Company's annual report for the financial year 2020-21. The annual report containing this Business Responsibility Report will be put up on the web site of the Company at www.trivenigroup.com.

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1: Ethics, Transparency and Accountability

The Company's commitment to ethical and lawful business conduct is a fundamental shared value of the Board of Directors, the senior management and all employees of the Company. The corporate governance philosophy of the Company is anchored on the values of integrity, transparency, building efficient and sustainable environment, system and practices to ensure accountability, transparency, fairness in all the transactions in the widest sense to meet stakeholders and societal expectations. The Code of Conduct and other policies adopted by the Company apply to the employees of the Company. In addition, the Company has a Whistle Blower Policy through which the Company seeks to provide a mechanism to the employees and directors to disclose

any unethical and/or improper practice(s) suspected to be taking place in the Company for appropriate action and reporting. Further, no employee is denied access to the Audit Committee and all disclosures are reported to the Chairman of the Audit Committee. The Code of Conduct and Whistle Blower Policy are uploaded on the Company's website- www.trivenigroup.com.

- Does the Policy relating to ethics, bribery and corruption cover only the Company? Does it extend to the Group / Joint Ventures / Suppliers/ Contractors / NGOs/ Others?

The policies, philosophy and thinking in respect of the above issues are practiced by the Company in the normal conduct of the business and it also encourages its suppliers and contractors to adopt such practices. While the subsidiary companies engaged in tangible business activities will follow such policies of the Company, the associate companies in India do practice their own well-structured policies on the same lines.

- How many stakeholders' complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof.

Stakeholder	Complaints received During 2020-21	Complaints resolved during 2020-21	%age resolved
Investors' Complaints	5	5	100%
Customers' Complaints	200	200	100%
Total	205	205	100%

Principle 2: Sustainability of Products & Services across Life –Cycle

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and / or opportunities

Most of the products manufactured or dealt with by the Company are environmental friendly:

- Through its cogeneration plants or incidental cogeneration facilities set up in the Sugar manufacturing units, the Company produces power mostly from captive generation of bagasse (a by-product produced during manufacture of sugar from sugarcane), which is a renewable source of energy.
- The distilleries of the Company use captive generated molasses (a by-product produced during manufacture of sugar from sugarcane) to manufacture environment friendly Ethanol (in substitution of fossil fuels) which is used by the Oil Marketing Companies to blend with petrol as per the mandate of the Government. The Company uses effective systems and equipment not only to reduce effluents but has installed & operates incineration boilers along with complete related systems to ensure Zero Liquid Discharge (ZLD) in both the distilleries.
- In the aftermath of Covid 19, there was a huge demand of hand sanitizers, which were in short supply. The Company set up hand sanitizer producing facility at its distillery at Muzaffarnagar in a short span to meet the emergency.
- The Water business of the Company is engaged in offering solution to the industries and municipalities in the area of waste water, sewage and effluents treatment which has the impact of preserving much precious water and reduce pollution and contamination.
- High speed gears manufactured by the Company inter-alia are used to operate steam turbines based on various renewable energy sources, such as, biomass, agricultural waste, waste heat recovery etc. The Company also supplies gearboxes for hydel applications and also for wind gear components, both of which are used for renewable energy generation.

2. For each such product provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (Optional).

a) Reduction during sourcing / production / distribution achieved since the previous year throughout the value chain? b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

- The Company is continually engaged in energy conservation (please refer to Annexure-F of the Director's Report) with a view to optimize the resource use.
- In respect of Sugar operations, each of the by-product produced during the manufacture of sugar is majorly captively used to generate power, produce Ethanol or used as organic manure for the benefit of farmers. The conversion of by-products into environmentally beneficial products is made through advanced energy efficient equipment.
- The Company has been focusing on enhancing raw material productivity in sugar operations by propagating appropriate sugarcane varieties which provide higher yield to the farmers and thus, augmenting their income and higher sugar recoveries which help the Company to lower its raw material costs per unit of output produced.
- During the crushing season 2020-21, the Company has achieved comparable recovery of 11.86% as against 11.97% in the previous season and raw material cost per unit of sugar produced has increased by 1 %. There was a general trend of lower yields and recoveries this season as compared to the previous season in Uttar Pradesh but the Company has fared much better than the average decline in the State.

3. Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably?

Yes. The Company deploys procurement practices and procedures for sustainable sourcing based on the requirements of different businesses pursued by the Company.

- The Sugarcane which is the raw material required for the manufacture of sugar is sourced from the farmers and the Company deals with over 300000 farmers in respect of its seven sugar units. About

51% of the total requirement of sugarcane is supplied by the farmers at the sugar mill's gate and the balance about 49% is supplied at the cane centers which are up to 100 km from the sugar mills. There are about 576 cane centers operated by our seven sugar mills. To avoid staling of cane, the Company employs an extensive and efficient arrangements as well as logistics services to transport cane from cane centers to the mill in a timely and cost effective manner.

- Cogeneration plants are set up at the sugar mills and they seamlessly get supply of bagasse, which is produced during manufacture of sugar, mostly through the conveyer belts.
- In respect of Distilleries, the main raw material (molasses) is sourced from our own sugar mills located adjacent (to the distillery) through pipelines or transported through tankers for those which are located at a separate distant location.. The reliability of transport arrangement is ensured for uninterrupted operation of the distilleries.
- Water Business is engaged in project execution at the customer's site. Most of the supplies are engineered-to-order and are outsourced to approved vendors who are entrusted to transport the material directly to the project site after appropriate factory inspection. There is a structured mechanism to develop vendors and to maintain a list of approved vendors for various machineries/ components required in project execution. In some cases, recommended list of vendors is provided by customers.
- The Power Transmission Business has an active domestic and global supply chain for various raw material / components. Based on the criticality and vendor ratings, orders are placed on reliable vendors. The selection of vendor is based on their past performance, reliability, adherence to delivery timelines, cost competitiveness, compliance to laws, including the standards set up by the Company towards EHS, quality of products / services and willingness to reduce costs / wastages and increase productivity as a supply chain partner.

4. Has the Company taken any steps to procure goods and services from local and small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

The Company procures sugarcane from over 3,00,000 farmers for its seven sugar mills in the state of Uttar Pradesh who are generally located in an area adjoining/ in proximity of the sugar mill. As a part of the cane development programme, the Company partners with these farmers on an ongoing basis to improve sowing, cultivation, crop protection and harvesting techniques in a mutually beneficial manner. The sugar business of the Company has been able to substantially change the sugarcane varietal balance in partnership with farmers which has resulted in increase in recoveries and yields and has immensely helped both the farmers and the Company.

The Company also encourages SMEs, especially in the vicinity of the manufacturing plants, to supply their products and services to the Company and imparts training to them to improve their technical skills.

5. Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

In respect of the Sugar Business, the Company has a policy to enhance recycling and reduce effluent quantum and has installed / operates an effective system to treat the industrial effluents and it regularly monitors the efficacy of ETP. Further, it has installed well engineered Bag Filters/ESPs/Wet Scrubbers in its boilers to limit air pollution. All the by-products generated during manufacture of sugar are used to produce environment friendly products of commercial value. The Company has effective systems for the treatment & recycle of the water to conserve its utilization.

Additionally, other waste products include used lubricants, machinery oil and manufacturing scrap which are disposed of to be recycled for further use.

Principle 3: Employee Well-being

Sl. No.	Category	Response
1.	Total number of employees	6524 as on March 31, 2021 (includes Permanent, Temporary, trainee and contractual employees)
2.	Total numbers of employees hired on temporary / contractual / casual basis	2652 as on March 31, 2021
3.	Total number of permanent women employees	35 as on March 31, 2021
4.	Total number of permanent employees with disabilities	Nil
5.	Do you have employee association that is recognized by management?	Yes
6.	What percentages of your permanent employees are members of this recognized employee association?	Around 29.33%
7.	Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year:	Nil
8.	What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?	
	Category	Safety (%) Skill Up-gradation (%)
a.	Permanent employees	90% 60%
b.	Permanent Women Employees	75% 70%
c.	Casual / Temporary / Contractual employees	80% 35%
d.	Employees with disabilities	Nil Nil

Principle 4: Stake Holder Engagement
1. Has the Company mapped its internal and external stakeholders?

Yes, the key stakeholders of the Company are employees, farmers, customers, government authorities, suppliers and shareholders.

2. (a) Out of the above has the Company identified the disadvantaged, vulnerable & marginalized stakeholders?
(b) Are there any special initiative taken by the Company to engage with the disadvantage, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.

The Company treats all the stakeholders important and endeavours to remedy hardships, if any, being suffered by them. Further, the Company realizes that its sugar mills are situated in rural areas and it has responsibility to generate employment and entrepreneurship amongst the locals residing in the vicinity and has encouraged and supported the farmers in upgrading farming techniques to augment their income. It operates and manages schools for the betterment of the local people.

Principle 5: Human Rights
1. Does the policy of the Company on human rights cover only the Company or extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?

While the Company or its subsidiaries do not have a stated policy on human rights, it has been practicing a high respect for human rights as a responsible corporate citizen, without any gender discrimination and exploitation. It believes in providing equal opportunity and to remunerate them in a fair manner commensurate with their skills and competence. The Company ensures conformance to fundamental labour principles including prohibition of child labour, forced labour, freedom of association and protection from discrimination in all its operation.

2. How many stakeholders' complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

During FY 2020-21, the Company has not received any complaints from any stakeholder pertaining to the human rights.

Principle 6: Protection & Restoration of the Environment**1. Does the Policy related to Principle 6 cover only the Company or extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others.**

The Company's Policy on Safety, Health & Environment extend to all its offices, manufacturing locations, its employees and its surrounding places and habitat which could be impacted by its operations. The Company encourages its vendors, suppliers, and contractors and subsidiary company having tangible business activity to follow the Principle envisaged in the Policy.

2. Does the Company have strategies / initiatives to address global environmental issues such as climate change, global warming etc.? (Y/N) If yes, please give hyperlink for webpage etc.

Yes, as a responsible corporate, the Company considers environment issues very seriously. In fact, most of the products manufactured by the Company are environment friendly (manufacture of ethanol for blending with petrol; waste water / sewage / effluent treatment business being pursued by Water Business of the Company) and promote generation of power from renewable energy resources (Cogeneration Plants use bagasse which is a renewable fuel as feedstock for producing power). The Company has associated with Confederation of Indian Industry (CII) and formed a center of excellence "CII Triveni Water Institute" which does extensive research and advise wide ranging interventions to improve the quality of water and restore adequate water tables.

3. Does the Company identify and assess potential environmental risks? (Y/N)

The Company is cognizant of the environment risks and continually evaluates the impact of its manufacturing operations on the environment and endeavours to improve its benchmarks for stringent compliance. Further, all decisions relating to development of new products duly incorporate implications, if any, to the environment. As an example, the Company has during the previous year 2019-20 year installed an incineration boiler at its existing distillery to achieve zero liquid discharge and likewise, the new distillery has also been set up with the same technology.

(a) Does the Company have any Project related to Clean Development Mechanism? If yes, whether any environmental compliance report is filed.

Yes, two of the Cogeneration Plants of the Company at Deoband and Khatauli (Phase I) were registered with UNFCCC under Clean Development Mechanism.

(b) Has the Company undertaken any other initiatives on clean technology, energy efficiency, renewable energy, etc.

The Company generates green power from renewable energy sources and also manufactures green fuel (Ethanol) for blending with petrol. Additionally, the Company is also engaged in segments relating to waste water, sewage and effluent treatment. Apart from the environment friendly products manufactured by the Company, the Company is conscious of its responsibility to conduct its operations in a manner to conserve energy

(c) Are the Emissions/ Waste generated by the Company within the permissible limits given by CPCB/ SPCB for the financial year being reported?

Yes, the emissions / waste generated by the Company are within the permissible limits prescribed by Central Pollution Control Board ("CPCB") / UP State Pollution Control Board / Karnataka State Pollution Control Board ("SPCB").

(d) Number of show cause / legal notices received from CPCB/ SPCB which are pending (i.e. not resolved to satisfaction) as on end of financial year.

No such notice from CPCB/SPCB is pending at the end of the financial year.

Principle 7: Responsible Advocacy**1. Is your Company a member of any trade and chamber or association? If yes, name only the ones that your business deals with:**

The Company is a member of various trade and chamber associations. The major ones are:

- a. Confederation of Indian Industry (CII)
- b. Federation of Indian Chambers of Commerce and Industry (FICCI)
- c. Indian Sugar Mills Association (ISMA)

2. Have you advocated / lobbied through above associations for the advancement or improvement of public good? Yes/ No; if yes specify the broad areas.

The Company is continuously in touch with various organization, namely, CII, FICCI, ISMA for improvement of various economic and social policies for sustainable growth in the Sugar and Water Industry. The company has also associated with Confederation of Indian Industry

(CII) and formed a center of excellence “CII Triveni Water Institute” which does extensive research and advise wide ranging interventions to improve the quality of water and restore adequate water tables.

Principle 8: Supporting inclusive Growth & Equitable Development

1. Does the Company have specified programs / initiatives/ projects in pursuit of the Policy related to Principle 8? If yes, details thereof.

- The Company deals with over 3,00,000 farmers across all its seven sugar mills relating to the procurement of sugarcane for the manufacture of sugar. The Company engages in meaningful cane development programme which aims to develop improved sowing, cultivation, crop protection and harvesting techniques and to improve quality of crop and land productivity resulting in enhanced income in the hands of farmers. During the FY 2020-21, the Company has purchased cane worth ₹ 2872.38 crore from its farmers.
- All the payments to the farmers are made through banking channels as a result of which they become entitled for crop related banking assistance.
- The Company encourages employment of local people and promotes entrepreneurship amongst them to supply goods or render services to the sugar mills. The technical training and skill upgradation are provided by the Company, if required.
- The Company operates and manages 03 schools in the vicinity of the sugar mills to provide education to the children residing in the vicinity.

2. Are the Programs/ Projects undertaken through in house team / own foundation/ external NGO/ Government structures / any other organisation?

Most of the programmes are undertaken by the In-house team. The specialized services, wherever required, are procured from expert third parties, including through various tie-ups.

3. Have you done any impact assessment of your initiatives?

While it is difficult to quantify, the results are visible through higher income accruing in the hands of farmers due to enhanced yields & cane supply and improved operational performance of the Company in terms of better sugar recovery and increased supply of sugarcane. The mutual cooperation with its farmers will help the Company to meet its social and commercial objectives.

4. What is your Company’s direct contribution to community development projects – amount in INR and the details of the project undertaken?

In addition to CSR activities undertaken, the Company has incurred ₹ 1.87 crore in the cane development activities and financial assistance, as required, is provided to the schools being maintained by the Sugar mills. The time spent in counselling, educating farmers, managing schools and providing other services are administrative and time extensive, and thus, are difficult to be quantified. In addition, the Company has undertaken activities related to installations of tube wells, maintenance of ponds, cleaning of drains, organizing health camps etc through its community development initiatives. The Company also undertook active participation in distribution of hand sanitizers to curb the spread of Covid -19.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the Community?

The Company believes that if the activities are carried out in a structured manner as per well laid out plan with proper identification of the target segment of the community, it is bound to be received well and adopted by the community. The Company stringently follows this line of thinking and continually monitors community development initiatives through various parameters such as productivity of land, income accruing to farmers, health indicators, literacy levels, sustainable livelihood processes and state of infrastructure among others.

Principle 9: Providing value to Customers and Consumers

1. What percentage of customer complaints / consumer cases are pending as on the end of the financial year.

The Company considers customer satisfaction as an important objective and has a well-structured policy on customer complaints resolution. The Company endeavours to resolve all complaints in an expeditious manner. As on 31.03.2021, there were no complaint pending for resolution.

2. Does the Company display product information on the product label, over and above what is mandated as per local laws?

The Company displays applicable product information as mandated by Bureau of Indian Standards/FSSAI. The Company complies with all the applicable regulations as provided in Legal Metrology Act, Bureau of Indian Standards Specifications, Food Safety and Standards Act and the relevant rules prescribed therein.

- 3. Is there any case filed by any stakeholders against the Company regarding unfair trade practices, irresponsible advertising/ or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.**

The Company has not indulged in any unfair trade practices, irresponsible advertising or anti-competitive behavior.

There is a pending case of appeal by the distilleries (including our Company) to NCLAT wherein a stay has been granted to the Company upon deposit of 10% of the penalty amount ₹ 174.16 lakhs ordered to be paid by Competition Commission of India (CCI) vide its order dated 18.09.2018 on the charges of collusion in submitting bids by the distilleries against a tender for the procurement of Ethanol.

- 4. Did your Company carry out any consumer survey/ consumer satisfaction trends?**

The Company considers customer satisfaction as one of its foremost objectives and endeavors to take feedback from customers through practical means. In the Engineering Businesses, wherein the number of customers are not very large, the Company takes feedback directly from the customers, including through electronic means. In the Sugar business, such feedback, essentially on quality, is received through sugar agents as it not possible to deal with innumerable final customers.

For and on behalf of the Board of Directors

Dhruv M. Sawhney

Chairman and Managing Director

DIN: 00102999

June 29, 2021