

NOTICE

NOTICE is hereby given that the 88th Annual General Meeting of Members of Triveni Engineering & Industries Limited will be held on **Friday, the 13th day of September, 2024 at 11:00 a.m. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements along with Reports of Board of Directors and Auditors thereon for the financial year ended March 31, 2024

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors' thereon and pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors' and Auditors' thereon, as circulated to all the members of the Company and submitted to this meeting, be and are hereby approved and adopted.

2. Declaration of Final Dividend (including confirmation of Interim & special dividends) for the financial year ended March 31, 2024

To confirm the payment of interim dividend of Rs.2.25 per equity share and special dividend of Rs.2.25 per equity share each and to declare a final dividend of Rs.1.25 per equity share for the financial year ended March 31, 2024 and pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT the interim dividend of Rs.2.25 per equity share and special dividend of Rs.2.25 per equity share, aggregating to Rs.4.50 per equity share, already paid on 21,88,97,968 fully paid equity shares of Re.1/- each of the Company for the financial year ended March 31, 2024 as per resolution passed by the Board of Directors of the Company at their meeting held on January 30, 2024 be and is hereby approved and confirmed.

RESOLVED FURTHER THAT the final dividend of Rs.1.25 per equity share on 21,88,97,968 fully paid equity shares of Re.1/- each of the Company, for the financial year ended March 31, 2024 as recommended by the Board of Directors out of the profits of the Company be and is hereby declared and that the same be paid to all the eligible members of the Company.

3. Re-appointment of Mr Tarun Sawhney (DIN: 00382878) as a Director liable to retire by rotation

To re-appoint Mr Tarun Sawhney (DIN: 00382878), who retires by rotation and being eligible, offers himself for re-appointment as a Director, liable to retire by rotation and pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Tarun Sawhney (DIN: 00382878), who retires by rotation at this meeting and being eligible, offers himself for re-appointment as a Director, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

SPECIAL BUSINESS:

4. Ratification of remuneration to the Cost Auditors for FY 2024-25

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), Mr Rishi Mohan Bansal, Cost Accountant (Firm Registration Number: 102056) and M/s GSR & Associates, Cost Accountants (Firm Registration Number: 000069) appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company's sugar businesses (including cogeneration and distillery) and power transmission business respectively for the financial year 2024-25 ending March 31, 2025, be paid the remuneration as set out at Item no.4 in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such steps and generally to do all such acts, deeds, things and matters as may be considered necessary, desirable or expedient and to settle any question, difficulty or doubt that may arise for the purpose of giving effect to the above resolution.

5. Material Related Party Transactions with Sir Shadi Lal Enterprises Ltd., a subsidiary company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to Regulation 23(4) and other applicable provisions, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations'), the applicable provisions of the Companies Act, 2013 ('Act') and Rules made thereunder (including any statutory modification(s) or re-enactments thereof, for the time being in force), and the Company's Policy on Related Party Transactions, and based on the approval of Audit Committee and Board of Directors of the Company, consent of the members be and is hereby accorded to the Company to

enter into and/or to execute and/or to continue to enter into contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or a series of transactions taken together) with Sir Shadi Lal Enterprises Ltd., a subsidiary company ('SSEL'), and a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for funding and financial support; sale, purchase, or supply of goods, materials, spares or equipment; rendering/availling of any services, and transfer of any resources, services or obligations, as more particularly set out at Item no.5 in the explanatory statement annexed to the Notice convening this Meeting. ("Related Party Transactions"), up to an aggregate amount of Rs.733.40 crores during FY 2024-25, notwithstanding that such transactions may exceed the threshold limits specified under the Listing Regulations and Act from time to time, on such terms and conditions as the Audit Committee and/or Board of Directors may deem fit, in the normal course of business and on arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate all or any of its powers in terms of the foregoing resolution, to any Committee of Directors and/or Director(s) and/or official(s) of the Company, and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, including but not limited to finalizing the terms and conditions, executing necessary documents and settling all issues that may arise for the purpose of the Related Party Transactions with SSEL, without being required to seek further consent or approval of the members of the Company, to the end and intent they shall be deemed to have given their approval thereto expressly by the authority of aforesaid resolution.

6. Advancing/granting any loan, giving any guarantee and/or providing any security to all such person specified under section 185 of the Companies Act, 2013 up to an aggregate limit of Rs.300 crores

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

RESOLVED THAT pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto (including any statutory modification(s) or re-enactments thereof, for the time being in force) and subject to such approvals and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), to advance any loan(s) in one or more tranches including loan represented by way of book debt to, and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any financial assistance/loan taken/to be taken/availed/to be availed by any entity which is a Subsidiary/ Associate/Joint Venture or such other entity/person as specified under Section 185 of the Companies Act, 2013 and more specifically to such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested; provided that the aggregate limit of advancing loan and/or giving guarantee and/or providing any security to the Entities shall not at any time exceed Rs.300 crores (Rupees Three hundred crores only).

RESOLVED FURTHER THAT the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower(s) for the purpose of its principal business activities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such steps including negotiating, finalising and agreeing to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and generally to do all such acts, deeds, things and matters as may be considered necessary, proper, desirable or expedient and to settle any question, difficulty or doubt that may arise for the purpose of giving effect to the above resolution.

By Order of the Board

Geeta Bhalla
Group Vice President &
Company Secretary
M.No.9475

Place: Noida

Date : August 1, 2024

NOTES:

1. In accordance with General Circular No.9/2023 dated September 25, 2023 read with Circular No.20/2020 dated May 5, 2020 and other applicable circulars issued by the Ministry of Corporate Affairs from time to time ("MCA Circulars"), and pursuant to the relevant provisions of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Annual General Meeting ('AGM') of the Company for the year 2024 is being held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"). Hence physical attendance of the members at the AGM is not required and the members can attend/participate and vote in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The MCA Circulars read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and other applicable circulars issued from time to time ("SEBI Circular") also dispense with the requirement of sending the physical copies of the AGM Notice and Annual Report to the members. Accordingly, this Notice of the AGM along with the Annual Report 2023-24 are being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories.
3. Since this AGM will be held through VC/OAVM, Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not being annexed to this Notice.

4. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Special Business to be transacted at this AGM and the relevant details pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 ('Listing Regulations') and Secretarial Standards on General Meeting in respect of Directors seeking appointment/re-appointment at the AGM are annexed hereto and forms part of this notice.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The **Record Date** fixed for the purpose of determining entitlement of the members to the final dividend for the financial year ended March 31, 2024 is **Friday, September 6, 2024**, and such dividend, if declared at the AGM, will be paid within 30 days from the conclusion of the AGM to those members entitled thereto.
7. Pursuant to the Income-tax Act, 1961, as amended, dividend income is taxable in the hands of the members and the Company is required to deduct tax at source (TDS) from such dividend at the prescribed rates. A communication providing information and detailed instructions with respect to tax on dividend (**'TDS Instructions on Dividend Distribution'**) for the financial year ended March 31, 2024 is being sent to the members through email along with Notice of AGM and Annual Report for FY24 and the same is also available on the website of the Company www.trivenigroup.com.
8. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Company's Share Department or its RTA, KFin Technologies Limited ('KFintech') at shares@trivenigroup.com / einward.ris@kfintech.com. Members are requested to note that dividends which are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ('IEPF'). Shares on which dividend remains unclaimed for seven consecutive years shall also be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.
9. In the event of transfer of shares and the unclaimed dividend to IEPF, members are entitled to claim the same from the IEPF Authority by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. The status of dividends remaining unpaid/ unclaimed along with the respective due dates of transfer to IEPF is provided in the Annual Report.
10. In terms of provisions of Regulation 40 of the Listing Regulations as amended from time to time, requests for effecting transfer of securities (including transmission/transposition) cannot be processed by the listed companies unless the securities are held in dematerialized form. Further SEBI has, vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 ('SEBI Master Circular'), notified Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination. In terms of said Master Circular, the listed companies shall issue the securities in dematerialized form only while processing the Investor service requests for (a) issue of duplicate securities certificate; (b) claim from Unclaimed Suspense Account; (c) Renewal/ Exchange of securities certificate; (d) Endorsement; (e) Sub-division/ Splitting of securities certificate; (f) Consolidation of securities certificates/folios; and (g) Transmission/Transposition. The Company/RTA shall verify and process the service requests for the aforesaid purposes and thereafter issue a 'Letter of Confirmation' in lieu of physical securities certificate(s), to the securities holder/ claimant. Such 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/ claimant shall make a request to the Depository Participant for dematerializing the said securities, failing which the RTA/Company shall credit the securities to the Suspense Escrow Demat Account of the Company. Necessary Form ISR-4 for the aforesaid service requests is available on the website of the Company at <https://www.trivenigroup.com/shareholders-information?q=kyc-forms>. Accordingly, members are requested to make service requests for aforesaid purposes by submitting a duly filled up and signed Form ISR – 4 directly to the Company's RTA, M/s. KFin Technologies Limited, along with the documents / details specified therein for processing at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032.
11. SEBI has also vide its aforesaid Master Circular dated May 7, 2024 made it mandatory for holders of physical securities in listed companies to furnish PAN, Choice of Nomination, Contact details (Postal Address with PIN and Mobile Number), Bank A/c details and Specimen signature for their corresponding folio numbers. The security holder(s) whose folio(s) do not have these details shall be eligible to lodge grievance or avail any service request from the RTA/Company and any payment of dividend, in respect of such folios, only through electronic mode with effect from April 01, 2024, upon furnishing all the aforesaid details in entirety. The members holding shares in physical mode are therefore urged to furnish PAN, KYC and Choice of Nomination by submitting the prescribed ISR Form(s) duly filled up and signed by all the registered holders along with supporting documents to Company's RTA, by any one of the following modes:
 - a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
 - b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited (Unit: Triveni Engineering & Industries Ltd.)
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://is.kfintech.com/faq.html>

Members who are holding shares in demat mode are requested to approach their respective Depository Participants ('DPs') for change of address, registration of e-mail address, nomination and updation of bank account details etc.

12. Online Dispute Resolution ('ODR') Mechanism: In order to streamline the dispute resolution mechanism in the securities market, SEBI has, vide its circular dated July 31, 2023, as amended from time to time, read with Master circular dated December 28, 2023, introduced a common ODR mechanism which harnesses online conciliation and arbitration for resolution of all kinds of disputes relating to securities market. Under ODR mechanism, an investor shall first take up his/her/their grievance by lodging a complaint directly with the concerned Market Participant viz., Company. If the grievance is not redressed satisfactorily at the first phase, the investor may escalate the same through the SCORES Portal in accordance with the process laid out therein. ODR Mechanism provides a third level of escalation, if the investor is not satisfied with the resolution provided by the Company, the investor may initiate the dispute through the ODR portal within the timeframe prescribed under the circular. The ODR portal can be accessed at <https://smartodr.in/login>. The detailed circular containing the process is also available on the website of the Company at <https://www.trivenigroup.com/shareholders-information?q=online-dispute-resolution>.
13. The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested under Section 189 of the Act will remain available electronically for inspection during the AGM. All other material documents referred to in this Notice will also be available for inspection in an electronic mode by the members from the date of circulation of this Notice till the date of the AGM, for which purpose Members are required to send an e-mail to the Company Secretary at shares@trivenigroup.com.

Dispatch of Annual Report:





14. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Annual Report for FY24 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Members may note that the Notice of AGM and Annual Report FY24 will also be available on the Company's website www.trivenigroup.com, websites of the stock exchanges i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at www.bseindia.com and www.nseindia.com respectively and on the website of KFintech at <https://evoting/kfintech.com>.

Procedure and Instructions for Remote E-Voting and E-voting (insta-poll) at the AGM and for joining the AGM through VC/OAVM

15. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, as amended, the Resolutions for consideration at the AGM will be transacted through remote e-voting (i.e. facility to cast vote prior to the AGM) and also e-voting (insta-poll) during the AGM, for which purpose the Company has engaged the services of KFintech. The Board of Directors has appointed Mr. Suresh Gupta, Proprietor of M/s Suresh Gupta & Associates, Practising Company Secretaries (CP No.5204 / M.No.5660) as a Scrutinizer to scrutinize the process of e-voting in a fair and transparent manner.
16. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **Friday, September 6, 2024 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only.
17. **The remote e-voting period commences on Tuesday, September 10, 2024 at 10:00 a.m. (IST) and ends on Thursday, September 12, 2024 at 5:00 p.m. (IST)** when remote e-voting will be blocked by KFintech.
- Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again. However, those members who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions during the remote e-voting period and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
18. Any person who becomes a member of the Company after the dispatch of Notice of AGM and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com well before closing of remote e-voting. However, if he / she is already registered with KFintech for remote e-voting then he /she can use his / her existing User ID and password for casting the vote. If the member has forgotten his/her password, he/she may reset his/her password by using "Forgot User Details/ Password" option available on <http://evoting.kfintech.com>.
19. As per SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 inter-alia on "e-Voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participants (DPs) in order to increase the efficiency of the voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

20. **Instructions for Shareholders for remote e-voting:** The process and manner for remote e-voting (incl. insta poll) are explained herein below:

(I) Login method for remote e-voting for individual shareholders holding securities in demat mode through Depositories e-voting system

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting". IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IdeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 3. Alternatively User may directly access the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download the NSDL mobile app 'NSDL SPEED-e' by scanning the QR code mentioned below for seamless voting experience <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register: Visit URL: https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.

Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.
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Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

(II) Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., “Triveni Engineering & Industries Limited AGM” and click on “Submit”.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for the item mentioned in the Notice. In case you do not desire to cast your vote on the said item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution.

- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative on its behalf to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id sureshguptacs@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

(III) Members whose e-mail address is not registered/updated with the Company / KFintech / Depository Participant(s), please follow the following steps to generate your login credentials:

- a. Members holding shares in physical mode, who have not registered / updated their email address with the Company, are requested to register / update the same by sending an e-mail request along with duly signed Form ISR-1 and other relevant documents to KFintech at einward.ris@kfintech.com. Form ISR-1 is hosted on the website of the Company at www.trivenigroup.com and can also be downloaded from the following link and on the following link: <https://ris.kfintech.com/clientservices/isc/default.aspx>.
- b. Members holding shares in dematerialized form are requested to submit/update their KYC details with their respective Depository Participant(s) with whom they are maintaining demat accounts. Any such changes effected by the Depository Participant(s) will automatically reflect in the RTA/Company's subsequent records.
- c. After due verification, KFintech will forward your login credentials to your registered e-mail address.
- d. Follow the instructions at (I) or (II) above to cast your cast.

(IV) Login method for all the shareholders for joining the AGM through VC/OAVM and e-voting (insta-poll) during the meeting

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com>. Members are requested to follow the procedure given below:
 - a) Launch internet browser (chrome/ firefox/safari) by typing the URL:<https://emeetings.kfintech.com>
 - b) Enter the login credentials (i.e., User ID and password for e-voting).
 - c) After logging in, click on "Video Conference" option
 - d) Then click on camera icon appearing against AGM event of Triveni Engineering & Industries Limited, to attend the Meeting.

Please note that the members who do not have the User ID and Password for e-voting or have forgotten their User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice.

- ii. Facility for joining AGM though VC/ OAVM shall open at least 30 minutes before the scheduled time for commencement of the Meeting. The facility of participation at the AGM through VC / OAVM will be made available for at least 1,000 members on 'first come first serve' basis. This will not include large shareholders (shareholders holding 2% or more equity shares), Institutional Investors and other specified category of persons who are allowed to attend the AGM without the aforesaid restriction. Institutional members are encouraged to participate at the AGM through VC / OAVM and vote thereat.
- iii. Members may join the Meeting through Laptops, Smartphones, Tablets or iPads for better experience. Further, members will be required to use internet with a good speed to avoid any disturbance during the AGM. Members will need the latest version of Chrome, Safari, MS Edge or Mozilla Firefox. Members will be required to grant access to the webcam to enable two way VC / OAVM. Please note that members connecting from Mobile Devices or Tablets or through Laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- iv. Those members who are present at the meeting through VC /OAVM and have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting (insta-poll) during the AGM is integrated with the VC / OAVM platform. The members may click on the voting icon displayed on the screen to cast their votes through insta-poll, which will be activated upon announcement by the Chairman at the AGM.
- v. A member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

(V) Other Instructions

- i. **Speaker Registration:** The members holding shares as on the cut-off date and who would like to express their views or ask questions on any items of the businesses to be transacted during the AGM may register themselves as speakers by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after login, which will be opened from **Tuesday, September 10, 2024 (10:00 a.m. IST) to Wednesday, September 11, 2024 (5:00 p.m. IST)**. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
 - ii. **Post your Question:** Members holding shares as on the cut-off date and who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option available from **Tuesday, September 10, 2024 (10:00 a.m. IST) to Wednesday, September 11, 2024 (5:00 p.m. IST)**.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1800-309-4001 or write to them at evoting@kfintech.com.
 - iv. In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Ms C. Shobha Anand, Vice President at evoting@kfintech.com or call KFintech's toll free No. 1800-309-4001 for any further clarifications.
21. The voting results along with the Scrutinizer's Report shall be placed on the website of the Company (www.trivenigroup.com) and on the website of KFintech (<https://evoting.kfintech.com>). The Company shall, simultaneously, forward the results to BSE and NSE, where the equity shares of the Company are listed within the stipulated time.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4

The Board of Directors of the Company has, on the recommendation of the Audit Committee, approved the appointment and remuneration of the following Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company's businesses mentioned against each of them for the financial year ending March 31, 2025:-

Sr.No.	Name of the Cost Auditor	Business	Audit Fees* (Rs.)
1.	Mr Rishi Mohan Bansal	Sugar Business (including Cogeneration & Distillery)	6,60,000/-
2.	M/s GSR & Associates	Power Transmission Business	62,000/-

*plus applicable taxes and out of pocket expenses

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025, as mentioned above.

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

None of the Directors or any KMPs of the Company or their respective relatives are either directly or indirectly concerned or interested, financially or otherwise, in this Resolution.

Item No.5

Pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR"), the applicable provisions of the Companies Act, 2013 ("Act") read with the applicable rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Company's Policy on Related Party Transactions ("the Policy"), the material related party transactions to be entered by the Company on arm's length basis with its subsidiary company namely, Sir Shadi Lal Enterprises Ltd. ('SSEL') as set out in Item No.5 require prior approval of the members of the Company by means of an ordinary resolution.

In accordance with Regulation 23 of the SEBI LODR, "Material Related Party Transaction" means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees one thousand crore or ten percent of the annual consolidated turnover of the Company as per its last audited financial statements whichever is lower.

Justification for the transactions

With the acquisition of 61.77% equity stake in SSEL by the Company, SSEL has become a subsidiary of the Company with effect from June 20, 2024 and a related party within the meaning of Section 2(76) of the Act and regulation 2(1)(zb) of SEBI LODR. SSEL requires adequate funding arrangements to be able to conduct its normal business and operate the plant satisfactorily and reliably in the upcoming season 2024-25, and the funding is required to make payment towards old cane dues, suppliers & employees' dues, repairs of plant including capex, and working capital requirements. The funding will be partly undertaken in SSEL through loans from lenders / banks and the balance requirements will need to be funded by the Company out of its internal resources/accruals and/or any other appropriate sources permissible under law.

In view of weak financial position of SSEL and its loss-making track record, it would be difficult for it to secure requisite funding based on its financials alone and the banks / lenders may require some financial support from the Company in the form of a comfort letter or a corporate guarantee or any other security.

Further, both the Company and SSEL are in the similar businesses and they can benefit by availing technical and management resources on secondment basis from each other. Being engaged in same line of business, the Company may also purchase/sell certain goods & materials and avail/render any services for effective and optimal utilization of inventories and other resources. All these transactions will be mutually beneficial to both the companies and will help the Company in expanding its business operations in sugar and allied businesses.

The proposed RPTs, along with transactions already approved, are likely to exceed 10% of the turnover of the Company (FY 2023-24) and hence, being material RPTs, these are required to be approved by the shareholders. The management has provided the relevant information to the Audit Committee including rationale, material terms and basis of the RPTs as per the details below. The Audit Committee after reviewing the necessary information has approved the proposal for entering into material related party transactions during FY 2024-25 with its subsidiary company, SSEL, subject to the approval of the members of the Company. The Committee noted and satisfied that the transactions will be in the normal course of business and will be on arm's length basis.

The Company has in place a requisite process for approval of Material Related Party Transactions and on dealing with Related Parties. As per the process, necessary details for the Related Party Transactions as applicable along with the justification are provided to the Audit Committee in terms of the Company's Policy on Related Party Transactions. Further, the Audit Committee

reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals.

The Board has also, on the recommendation of the Audit Committee, approved the RPTs with SSEL up to Rs.733.40 crore valid during FY 2024-25.

Details of proposed transaction with SSEL including information pursuant to SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 are as follows-

a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Sir Shadi Lal Enterprises Ltd. ('SSEL'), a subsidiary company and consequently a related party of the Company.
b.	Type, material terms and particulars of the proposed transaction	(a) Sale, purchase, lease or supply of goods materials, equipment, properties etc. (b) Availing and rendering of services including providing loan(s) and advance(s), guarantee(s) and security facilities. (c) Transfer of resources, services or obligations to meet business objectives and requirements. <i>For more details including material terms, please refer to Annexure B</i>
c.	Tenure of the proposed transaction(s) (particular tenure shall be specified);	FY 2024-2025
d.	Value of the proposed transaction(s)	Rs.733.40 crore
e.	The percentage of annual turnover of the Company considering FY 2023-24, as the immediately preceding financial year.	11.92%
f.	Justification as to why the RPT is in the interest of the listed entity	Please refer to Item no.5 of the explanatory statement set out above.
g.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Please refer to Item no.5 along with Annexure-B annexed to the Notice.
g(i)	details of the source of funds in connection with the proposed transaction	The Company proposes to fund up to Rs.150 crores to SSEL by way of an inter-corporate loan from the internal accruals.
g(ii)	where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments • nature of indebtedness; • cost of funds; and • tenure;	No financial indebtedness may be required to be incurred. Not applicable
g(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Applicable terms of the proposed loans are stated in Annexure-B.
g(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Please refer to Item no.5 of the explanatory statement set out above.
h	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	The RPTs would be carried out at arm's length basis.
i	Name of the director or key managerial personnel who is related, if any, and nature of relationship	Mr Tarun Sawhney, Vice Chairman & Managing Director is acting as the nominee director of the Company on the Board of SSEL, the subsidiary company. His interest or concern or that of his relatives, is limited only to the extent of his directorship and shareholding, if any, in the Company and SSEL.
j	Any other information that may be relevant	None

The proposed transactions shall not, in any manner, be detrimental to the interest of members and are in the best interest of the Company as it will help the subsidiary company, SSEL, to improve its operating and financial performance. As per SEBI LODR, all entities falling under the definition of Related Parties shall not vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not.

Except above, none of the Directors and/or Key Managerial Personnel of the Company and/or any of their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

The Board commends the passing of Resolution set out at Item No.5 of the Notice.

Item No.6

During the course of business, the Company may have to provide financial support by way of providing loan, guarantee or security from its internal resources/accruals and/or any other appropriate sources, as permitted, for the business activities, including working capital requirements and capital expenditure, of its subsidiary companies or associates or group entities or any other entity in whom any of the Director of the Company is interested or deemed to be interested (hereinafter collectively referred to as the "Entities") from time to time.

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner. However, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that (a) a special resolution is passed by the company in general meeting and the loans are utilized by the borrowing company for its principal business activities.

Accordingly, the Board of Directors in its meeting held on August 1, 2024 has considered and decided to seek shareholders' approval by way of a special resolution for advancing any loan, giving any guarantee or providing any security to all such Entities specified under Section 185 of the Companies Act, 2013 and more specifically such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company, provided that the aggregate limit shall not at any time exceed Rs.300 crores. Further, the said loan(s) and/or guarantee(s) and/or security (ies) shall only be utilized by the Borrower for the purpose of its principal business activities and that keeping the best interest of the Company.

The Board commends the passing of Special Resolution set out at Item No.6 of the Notice.

None of the Directors or any KMPs of the Company or their respective relatives are either directly or indirectly concerned or interested, financially or otherwise, in this Resolution except to the extent of their directorships and shareholding in the Company (if any).

By Order of the Board

Geeta Bhalla
Group Vice President &
Company Secretary
M.No.9475

Place: Noida

Date : August 1, 2024

Details of Directors seeking re-appointment at the 88th AGM pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings

Name of the Director	Mr Tarun Sawhney
DIN	00382878
Date of Birth & Age	September 25, 1973 (About 51 years)
Nationality	Indian
Date of appointment on the Board	November 19, 2008
Qualifications	Bachelors' and Masters' degrees in Arts from Emmanuel College, University of Cambridge, U.K. and Masters' degree in Business Administration from The Wharton School, University of Pennsylvania, U.S.A.
Experience and Expertise	An industrialist and one of the promoters of the Company, with vast experience in sugar and engineering industry having adequate functional and management experience. His expertise include general management, leadership, corporate governance and finance. The brief resume of Mr Sawhney is available on the website of the Company at https://www.trivenigroup.com/leadership-team#boardofdirectors which may please be referred to.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Please refer to Corporate Governance Report forming part of Annual Report for FY24.
Remuneration last drawn by such person, if applicable	
Directorship held in other companies (excluding foreign companies).	<u>Chairman & Managing Director</u> Sir Shadi Lal Enterprises Ltd. <u>Director</u> Triveni Turbine Ltd Centum Electronics Ltd. Triveni Energy Solutions Ltd. Indian Sugar Exim Corporation Ltd. Triveni Foundation (Sec. 8 Company)
Memberships/ Chairmanships of Committees in other public companies	Triveni Turbine Ltd. Stakeholders' Relationship Committee - Member CSR Committee - Member Sir Shadi Lal Enterprises Ltd. Audit Committee - Member Stakeholders' Relationship Committee - Member Nomination & Remuneration Committee - Member CSR Committee - Chairman Risk Management Committee – Chairman
Number of Board Meetings attended during FY24	5/5
Name of the listed companies from which resigned in the past three years	None
Shareholding in the Company	1,24,94,259 Equity Shares of Re.1/- each
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Mr Tarun Sawhney is the son of Mr Dhruv M. Sawhney, Chairman & Managing Director and brother of Mr Nikhil Sawhney, Director of the Company.

S.No.	Nature, material terms, monetary value and particulars of the contract or arrangements	Value of transaction (Rs. crores) *
1	To provide comfort letter or guarantee or any other financial support to the subsidiary company namely, Sir Shadi Lal Enterprises Ltd. ('SSEL') for securing loans (term loans and working capital) from banks / lenders Fees of 0.75% p.a. will be charged by the Company from SSEL based on commission normally charged by the banks for providing various guarantees and after considering financial position of SSEL.	450.00 3.40 (annually)
2	Funding by the Company to SSEL by way of an inter-corporate loan 1. Interest rate – SBI one-year MCLR + spread of 100 basis points. To be reset annually 2. Interest to be serviced on a quarterly basis. 3. Repayment: To be repaid over 16 equal quarterly instalments after an initial moratorium period of 2 years. 4. Security: Unsecured 5. Payment of interest and repayment of loan will be subject to any restrictions which may be stipulated by lenders (**) annual amount based on present interest rates, accordingly it may vary.	150.00 **15.00
3	Sale / Purchase of by-products - Bagasse and Molasses Price: Ex works. Market price will be determined: a) By inviting quotations at the beginning of each month and arrive at the market rate based on estimated supplies during the month. All supplies during the month will be supplied at the determined market rate b) Alternatively, long-term sales agreement will be entered into for a defined quantity at the market price which will be determined based on quotations received. Payment terms: Within 15 days of dispatch	100.00
4	Secondment of employees from / to the subsidiary company The amounts will be charged based upon the actual cost incurred	5.00
5.	Sale/purchase of component, equipment, stores, spare parts, services and other miscellaneous items (including lease of offices/ properties): - Price of goods and spare parts will be determined at actual procurement cost + 2% handling charges. - Services (including lease charges) will be determined based on prevalent market rates - Expenses incurred on behalf of the other company shall be reimbursed on actual	10.00

*Excluding Taxes