

By E-filing

REF:TEIL:SE:

Date: 8th July, 2022

BSE Limited Department of Corporate Services, Rotunda Building, P.J. Tower, Dalal Street, Fort, MUMBAI - 400 001 Thru: BSE Listing Centre	National Stock Exchange of India Ltd., Listing Department Exchange Plaza, 5 th Floor, Bandra-Kurla Complex, Bandra (E), MUMBAI - 400 051 Thru: NEAPS
STOCK CODE: 532356	STOCK CODE: TRIVENI
Sub: Submission of Postal Ballot Notice	

Dear Sirs,

Pursuant to Regulations 30 of the SEBI (LODR) Regulations, 2015, we enclose herewith a copy of the Postal Ballot Notice dated July 7, 2022 together with explanatory statement thereto, seeking approval of the members by way of a special resolution for re-appointment of Mr Jitendra Kumar Dadoo (DIN:02481702) as an independent director of the Company, as set out in the said Notice.

The Notice is being mailed electronically to those shareholders holding equity shares of the Company as on July 1, 2022 (cut-off date) and whose email IDs are registered with the Company/Depositories.

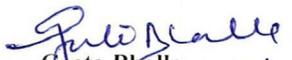
The Company is providing the remote e-voting facility to its shareholders to cast their votes on the special resolution set forth in the Postal Ballot Notice through its Registrar & Transfer Agent, KFin Technologies Limited. **The e-voting will commence on Saturday, July 9, 2022 at 10:00 a.m. (IST) and end on Sunday, August 7, 2022 at 5:00 p.m. (IST).** During this period, shareholders of the Company holding shares in physical or electronic form as on the **Cut-off date i.e. Friday, July 1, 2022** may cast their vote electronically. The detailed instructions and manner of casting vote through e-voting are provided in the Postal Ballot Notice.

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

This is for your information and record.

Yours faithfully,

For Triveni Engineering & Industries Limited



Geeta Bhalla
Group Vice President &
Company Secretary
M.No.A9475

Encl: As above

Copy to:

KFin Technologies Limited Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032.	National Securities Depository Limited Trade World, A Wing, 4 th & 5 th Floor, Kamala Wing Compound, Lower Parel, Mumbai-400 013.	Central Depository Services (India) Limited Marathon Futurex, A-Wing, 25 th Floor, NM Joshi Marg, Lower Parel, Mumbai-400013.
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CIN: L15421UP1932PLC022174

Registered office : A-44 Hosiery Complex, Phase II Extension, Noida-201 305, Uttar Pradesh
Corporate office : 8th Floor, Express Trade Towers, Plot No.15-16, Sector 16A, Noida- 201 301, Uttar Pradesh
Website: www.trivenigroup.com, E-mail : shares@trivenigroup.com,
(Phone : 91 120 4308000, Fax : 91 120 4311010-11)

POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given pursuant to and in compliance with provisions of Section 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Companies Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") (including any statutory amendment(s), modification(s) or re-enactment(s) thereto, for the time being in force), and in accordance with the General Circular No.14/2020 dated April 8, 2020 read with Circular No.3/2022 dated May 5, 2022 and other applicable circulars thereto issued by the Ministry of Corporate Affairs from time to time ("**Relevant Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), and other applicable laws, rules and regulations, if any, the Special Resolution as set out in this Notice is proposed for consideration by the Members of Triveni Engineering & Industries Ltd. (the "**Company**") for passing by means of Postal Ballot through remote e-voting by electronic means only.

SPECIAL BUSINESS

1. Re-appointment of Mr Jitendra Kumar Dadoo (DIN 02481702) as an Independent Director of the Company

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

RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 Rules made thereunder and Regulations 16, 17, 25 & other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr Jitendra Kumar Dadoo (DIN 02481702), Independent Director of the Company, in respect of whom the Company has received a notice, in writing, from a member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from 21st May, 2022 to 20th May, 2027.

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

By order of the Board

Place : Noida
Date : July 7, 2022

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

NOTES:

1. A Statement pursuant to Section 102 of the Companies Act, 2013 (the "**Act**") read with the Rules, setting out all material facts in respect of the proposed Special Resolution above to be passed through the postal ballot is attached and forms part of this Notice.
2. The Ministry of Corporate Affairs ("**MCA**") has, vide Relevant Circulars, permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. The communication of the assent or dissent of the Members would take place through the process of e-voting instead of dispatching physical postal ballot form.

3. In accordance with the Relevant Circulars, Notice of Postal Ballot and the e-voting instructions along with the User ID and Password are being sent only by electronic mode to those Members who have registered their email address with their Depository Participant(s) ("DPs") or with KFin Technologies Limited, the Registrar and Share Transfer Agent of the Company ("KFintech") and whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories") as on **Friday, July 1, 2022 ("Cut-off Date")**. Members will not receive physical copies of the postal ballot notice, postal ballot form, or pre-paid business reply envelope for this postal ballot.
4. The Postal Ballot Notice will also be available on the websites of the Company (www.trivenigroup.com), KFintech (<https://evoting.kfintech.com>), National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).
5. In terms of provisions of Regulation 40 of the Listing Regulations as amended from time to time, requests for effecting transfer of securities (including transmission/transposition) cannot be processed by the listed companies unless the securities are held in dematerialized form. Further in terms of SEBI circular dated January 25, 2022, the listed companies shall issue the securities in dematerialized form only while processing the service requests for (a) issue of duplicate securities certificate; (b) claim from Unclaimed Suspense Account; (c) Renewal/ Exchange of securities certificate; (d) Endorsement; (e) Sub-division/ Splitting of securities certificate; (f) Consolidation of securities certificates/folios. The Company/RTA shall verify and process the service requests for the aforesaid purposes and thereafter issue a 'Letter of Confirmation' in lieu of physical securities certificate(s), to the securities holder/ claimant. Such 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/ claimant shall make a request to the Depository Participant for dematerializing the said securities, failing which the RTA/Company shall credit the securities to the Suspense Escrow Demat Account of the Company. Necessary Form ISR-4 for the aforesaid service requests is available on the website of the Company at www.trivenigroup.com. Accordingly, members are requested to make service requests for aforesaid purposes by submitting a duly filled up and signed Form ISR – 4 directly to the Company's RTA, M/s. KFin Technologies Limited, along with the documents / details specified therein for processing at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032.

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

6. In compliance with the provisions of Sections 108, and other applicable provisions of the Act and the Rules made thereunder read with the Relevant Circulars, as duly amended, and Regulation 44 of the Listing Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the members are provided with the facility to cast their votes electronically through the e-voting services provided by KFin Technologies Limited ('KFintech/RTA'), on the Special Resolution set forth in this Postal Ballot Notice.
7. **The e-voting period commences from Saturday, July 9, 2022 (10:00 a.m. IST) and ends on Sunday, August 7, 2022, (5:00 p.m. IST)**. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by KFintech upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
8. The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid up equity share capital of the Company as on the Cut-off Date i.e. Friday, July 1, 2022.
9. Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. Friday, July 1, 2022, can cast their votes electronically, in respect of the Special Resolution, as set out in the Postal Ballot Notice only through the e-voting.
10. Instructions for voting through e-voting:
 - a. Pursuant to SEBI Circular No. SEBI/HO/CFD/ th CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account

holders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participant (s) ('DPs') in order to increase the efficiency of the voting process.

- b. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. The members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- c. The process and manner for e-voting in respect of postal ballot are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsd.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.nsd.com II. Select "Register Online for IDeAS" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsd.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote.

	<p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider - Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>

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

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

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

Details on Step 2 are mentioned below:

(II) Login method for e-Voting for shareholders other than Individual's 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) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e. "Triveni Engineering & Industries Limited" and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution.
- 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 to cast on their behalf its vote through 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."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:

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

(C) Other Instructions:

Any member who has not received/forgotten the User ID and Password, may obtain/generate/retrieve the same in the manner as mentioned below:

- a. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 - 1. Example for NSDL:
 - 2. MYEPWD <SPACE> IN12345612345678
 - 3. Example for CDSL:
 - 4. MYEPWD <SPACE> 1402345612345678
 - 5. Example for Physical:
 - 6. MYEPWD <SPACE> XXXX1234567890
- b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

- c. 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, Deputy Vice President at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
11. The Company has appointed Mr. Suresh Gupta, Practising Company Secretary (FCS No.5660/CP No.5204) to act as the Scrutinizer for conducting the e-voting process of postal ballot in a fair and transparent manner.
12. The Scrutinizer shall, after the conclusion of e-voting period, unblock the votes cast through e-voting in the presence of at least 2 witnesses not in employment of the Company and make within two working days thereof, a scrutinizer's report of the total votes cast in favour or against, if any, and submit the same to the Chairman/Vice Chairman of the Company or any person authorized by them, who shall countersign the same and shall declare the results forthwith. Subject to approval by the requisite majority, the resolution will be deemed to be passed on the last date of e-voting i.e. August 7, 2022.
13. The voting results declared, along with the Scrutinizer's Report shall be communicated to the BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed, not later than August 9, 2022, and shall be uploaded on the website of the Company (www.trivenigroup.com) and on the website of KFintech (<https://evoting.kfintech.com>).

Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business set out in the Postal Ballot Notice

Item No.1

Mr Jitendra Kumar Dadoo (DIN 02481702) was appointed as an Independent Director of the Company with the approval of the shareholders at the Annual General Meeting of the Company held on 27th September, 2019 for a period of three years effective from 21st May, 2019 till 20th May, 2022.

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

The Company has received a declaration from Mr Dadoo confirming that he meets the criteria of independence prescribed under the applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). Further, the Company has also received Mr Dadoo's consent to act as a Director and a declaration that he is not disqualified from being appointed as a Director in terms of Sections 152 and 164 of the Act. Mr Dadoo has also confirmed that his name is registered in the data bank of Independent Directors as being maintained by Indian Institute of Corporate Affairs in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended.

In the opinion of the Board, Mr Dadoo is a person of integrity and possesses appropriate skills, expertise, experience, knowledge and fulfils the conditions specified in the Act read with Rules made thereunder and the Listing Regulations for his re-appointment as an Independent Director of the Company and he is independent of the management of the Company. Further, considering the contribution made by Mr Dadoo during his present association with the Company and based on his performance evaluation, the Board felt that his continued association would be of immense value to the Company and it is desirable to continue to avail the services of Mr Dadoo as an Independent Director of the Company. Accordingly, the Board of Directors of the Company has at their meeting held on 2nd February, 2022, on the recommendation of Nomination and Remuneration Committee, re-appointed Mr Dadoo for a second term of five consecutive years with effect from 21st May, 2022, subject to approval of members by way of a special resolution in compliance with the provisions of Section 149 of the Act read with Rules thereto and Schedule IV and Regulation 25(2A) of the Listing Regulations, and other applicable provisions/regulations, if any, of the Act/Listing Regulations and disclosure of such appointment in the Board's report. Furthermore, pursuant to Regulation 17 (1C) of the Listing Regulations, the Company is required to obtain shareholders' approval for the appointment of a Director on the Board at the next general meeting or within three months of the date of appointment, whichever is earlier.

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

"Mr Jitendra Kumar Dadoo, IAS (Retd.), aged about 64 years, holds a Master degree (MBA) in Marketing from IIM, Ahmedabad. He is also Bachelor of Law (LLB) from Delhi University and topped Delhi University in Bachelor of Arts (Honours) in Economics from St. Stephen's College. He has been with the Ministry of Commerce and Industry since 2011, first as Joint Secretary and then as Additional Secretary & Financial Adviser and superannuated in Dec. 2017. He has over 30 years' experience of working in various senior positions in the Government of India and State Governments,

such as Sub-Divisional Magistrate in Delhi, Principal Secretary (Environment) in Govt. of Delhi, Additional Commissioner of Sales Tax in Delhi, Secretary to Governor of Goa, Development Commissioner & Acting Chief Secretary, Goa, Deputy Commissioner, Arunachal Pradesh, Administrator of Lakshadweep (Governor, Chief Minister and Chief Secretary) etc. He also worked as Counsellor Coordination in the Embassy of India, Moscow, Director (Air Force) in the Ministry of Defence. Mr. Dadoo served as a Board member of 7 big Public Sector Undertakings (PSUs) which include MMTC Ltd., The State Trading Corporation of India Ltd. (STC), India Trade Promotion Organization (ITPO), National Textiles Corporation LTD. (NTC), National Institute of Fashion Technology (NIFT), Cotton Corporation of India and Jute Board and also chaired the Audit Committee of said PSUs. He also served a member of the Committee of Approvals for projects of Export Credit Guarantee Corporation (ECGC) and Exim Bank funded by the Ministry of Commerce. With Government of India approval, he continues to be an advisor to Hindustan Unilever Limited since February 2018."

The Board commends the passing of Special Resolution set out at Item No. 1 of the Notice.

None of the Directors or any KMPs of the Company or their respective relatives except Mr Jitendra Kumar Dadoo and his relatives to the extent of their shareholding interest, if any, in the Company are either directly or indirectly concerned or interested, financially or otherwise, in this Special Resolution.

By order of the Board

Place : Noida
Date : July 7, 2022

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

Annexure A

Details of Director seeking re-appointment through postal ballot pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings

Name of the Director	Mr Jitendra Kumar Dadoo
DIN	02481702
Date of Birth	December 10, 1957
Nationality	Indian
Date of appointment on the Board	May 21, 2019
Qualifications	Bachelor of Arts (Honours) in Economics from St. Stephen's College, New Delhi, Bachelor of Law (LLB) from Delhi University, and Master degree (MBA) in Marketing from IIM, Ahmedabad.
Experience and Expertise	A retired IAS having experience of over 30 years in various senior positions in the Government of India and State Governments. His areas of expertise include general management and leadership, corporate governance and finance.
Directorship held in other public companies	None
Memberships/ Chairmanships of Committees in other public companies	None
Number of Board Meetings attended during FY22	5/5
Name of the listed companies from which resigned in the past three years	None
Terms of appointment/re-appointment along with details of Remuneration	He is entitled to sitting fees for attending meetings of the Board and its Committees and profit related commission, if any, in accordance with the applicable provisions of the Companies Act, 2013. For terms of appointment, please refer to Resolution and Explanatory statement at Item No.1 of the Notice.
Shareholding	Nil
Relationship between directors inter-se	None