

By E-filing

REF: TTL: SE: 02/08

Date: February 24, 2026

BSE Limited P.J. Tower, Dalal Street, Fort, Mumbai - 400 001 Thru: BSE Listing Centre	National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 Thru: NEAPS
STOCK CODE: 533655	STOCK CODE: TRITURBINE

Dear Sir/Ma'am,

Subject: Intimation for Notice of Postal Ballot under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations"), we have enclosed herewith a copy of the Postal Ballot Notice ("Notice") of the Company, along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 ("Act") read with the Listing Regulations, for seeking approval of the Members of the Company on the following resolution forming part of the Notice:

Sr. No.	Description of Special Resolution
1.	Re-appointment of Mr. Nikhil Sawhney (DIN: 00029028) as Managing Director (designated as Vice Chairman and Managing Director)

In accordance with the General Circular No. 03/2025 dated September 22, 2025 read with other relevant circulars, notifications, guidelines issued by the Ministry of Corporate Affairs from time to time, and Regulation 44 of the Listing Regulations, the Company has sent Notice, vide email dated February 24, 2026, to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") on the Cut-off date i.e. **Friday, February 20, 2026**, and who have registered their e-mail addresses with the Company/ Registrar and Share Transfer Agent/ Depository Participants/ Depositories.

The Company has engaged the services of NSDL to provide remote e-voting facility to the Members. The remote e-voting period commences on Wednesday, February 25, 2026; 9:00 A.M. and ends on Thursday, March 26, 2026; 5:00 P.M. The instructions for remote e-voting are provided in the Notice.

TRIVENI TURBINE LIMITED

Registered & Corporate Office
 401, BPTP Capital City, Sector 94,
 Noida, Uttar Pradesh - 201 301
 Telephone: +91 120 4848000

Peenya – Manufacturing Facility
 12-A, Peenya Industrial Area, Peenya,
 Bengaluru, Karnataka - 560 058
 Telephone: +91 80 22164000

Sompura – Manufacturing Facility
 491, Sompura 2nd Stage KIADB, Sompura Industrial Area,
 Nelamangala Taluk, Bengaluru, Karnataka - 562 123
 Telephone: +91 80 28060700



The Members who have not updated their email addresses with the Company/Depositories are requested to update their email address as per the instructions given in the enclosed Notice.

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

Time of occurrence of event: **06:42 P.M.**

Thanking you,

Yours' faithfully
For Triveni Turbine Limited

Pulkit Bhasin
Company Secretary
M. No. A27686

Encl: A/a

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401, BPTP Capital City, Sector 94,
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Nelamangala Taluk, Bengaluru, Karnataka - 562 123
Telephone: +91 80 28060700



Triveni Turbine Limited

CIN: L29110UP1995PLC041834

**Registered & Corporate Office: 401, BPTP Capital City, Sector 94,
Noida, Uttar Pradesh - 201 301**

Website: www.triveniturbines.com, E-mail: cs.compliance@triveniturbines.com,

Phone: +91 120 4848000

POSTAL BALLOT NOTICE

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

Dear Member(s),

This notice ("Notice") is hereby given pursuant to and in compliance with Sections 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rule Nos. 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Management Rules") (including any statutory amendment(s), modification(s) or re-enactment(s) thereto, for the time being in force), and in accordance with the General Circular No.14/2020 dated April 8, 2020 read with General Circular No.17/2020 dated April 13, 2020 and subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated September 22, 2025 and other applicable circulars thereto issued by the Ministry of Corporate Affairs from time to time ("MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), and other applicable laws, rules and regulations, if any, the Special Resolution as set out in this Notice is proposed for consideration by the members of Triveni Turbine Limited ("Company") for passing by means of Postal Ballot through remote e-voting by electronic means only.

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

In compliance with MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/Registrar and Transfer Agent ("RTA").

Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

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

In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Management Rules and Regulation 44 of the Listing Regulations and MCA Circulars, the Company is providing facility to the

members to exercise votes on the item of special business given in the Notice through electronic voting system only (remote e-voting) instead of submitting the postal ballot form physically. The Company has engaged the services of National Securities Depository Limited (“NSDL”), for providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.triveniturbines.com.

Members desiring to exercise their vote through remote e-voting process are requested to carefully read the instructions mentioned in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on Thursday, March 26, 2026. The remote e-voting facility will be disabled immediately thereafter and will not be allowed beyond the said date and time.

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

The Scrutinizer will submit his report to the Chairman and Managing Director/ Vice Chairman and Managing Director, or in their absence to the Company Secretary after completion of the scrutiny of the votes cast through remote e-voting, who will countersign the same. The results of the Postal Ballot would be announced on or before March 30, 2026.

The results declared along with the Scrutinizer Report will be displayed at the Registered and Corporate Office of the Company and communicated to the Stock Exchanges where the equity shares of the Company are listed i.e. the National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”), in accordance with the provisions of the Act. The result will also be displayed at the Company’s website i.e. www.triveniturbines.com and on the website of NSDL at www.evoting.nsdl.com.

The Special Resolution, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e. March 26, 2026. The Scrutinizer’s decision on the validity of e-voting shall be final.

Special Bussiness

1. Re-appointment of Mr. Nikhil Sawhney (DIN: 00029028) as Managing Director (designated as Vice Chairman and Managing Director)

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions (including any statutory modifications, amendments or re-enactments thereto for the time being in force), the relevant provisions of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and subject to such other approvals as may be required, consent and approval of the Company be and is hereby accorded to the re-appointment of Mr. Nikhil Sawhney (DIN: 00029028) as Managing Director of the Company (designated as Vice Chairman & Managing Director) for a period of 5 (five) years with effect from May 10, 2026, on the remuneration and terms and conditions as set out in the Explanatory Statement annexed to this Notice and whose period of office shall not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (on the recommendation of the Nomination & Remuneration Committee) be and are hereby authorized to revise, amend, alter and vary the terms and conditions of re-appointment and

remuneration of Mr. Nikhil Sawhney, Managing Director in such manner as may be permissible in accordance with the provisions of the Act read with Schedule V and other applicable laws/regulations, if any or any modification or enactment thereto, and as may be agreed to by and between the Board of Directors and Mr. Nikhil Sawhney, without any further reference to the shareholders in general meeting, provided that the aggregate remuneration shall not exceed the overall ceiling specified in the explanatory statement.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, where in any financial year during the term of office of Mr. Nikhil Sawhney as Managing Director, the Company has no profits or its profits are inadequate, the Board, on the basis of the recommendation of the Nomination and Remuneration Committee, is hereby authorized to approve and pay remuneration to the Managing Director by way of salary, perquisites and other allowances in accordance with the provisions of Schedule V of the Act as amended from time to time.

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

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

By order of the Board
For **Triveni Turbine Limited**

Pulkit Bhasin
Company Secretary & Compliance Officer
Membership No.: A27686

Date: February 23, 2026

Place: Noida

Registered Office:

401, BPTP Capital City, Sector 94,
Noida, Uttar Pradesh - 201 301
CIN: L29110UP1995PLC041834

NOTES:

1. The Explanatory Statement, pursuant to Section 102 read with Section 110 of the Companies Act, 2013 ("Act") in respect of proposed special resolution to be passed through postal ballot, along with the details in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), are annexed hereto as **Annexure-A** and forms part of this Notice.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company and as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") ("Depositories") as on **February 20, 2026** and whose e-mail IDs are registered with the Company/ Depository Participants. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 11.
3. In accordance with the MCA Circulars, printed copies of the Notice are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. The Notice is also available on the website of the Company at www.triveniturbines.com, on the websites of stock exchanges i.e. National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") at www.nseindia.com and www.bseindia.com respectively and on the website of the NSDL i.e. www.evoting.nsdl.com.
5. Voting Rights of shareholders shall be in proportion to their Equity Share of the paid-up equity share capital of the Company as on **February 20, 2026**, i.e., "Cut-Off date". Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. Members receiving the Notice of Postal Ballot whose names do not appear in the Register of Members/ Statement of Beneficial Ownership as mentioned above, should treat this notice for information purposes only.
6. The remote e-voting period commences from 9:00 a.m. (IST) on **Wednesday, February 25, 2026** and ends at 5:00 p.m. (IST) on **Thursday, March 26, 2026**. The e-voting module will be disabled/ blocked thereafter for voting by the Members. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
7. The Company has appointed Mr. Neeraj Arora, Partner, failing him Mr. Kapil Dev Taneja, Partner of M/s. Sanjay Grover & Associates, Company Secretaries, as Scrutinizer for conducting the postal ballot process through remote e-voting in accordance with the law and in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman and Managing Director/ Vice Chairman and Managing Director of the Company, or in their absence, to the Company Secretary, after completion of scrutiny of postal ballot process. The results of the postal ballot will be displayed on the website of the Company (i.e. www.triveniturbines.com), NSDL (i.e. www.evoting.nsdl.com) and intimated to the NSE and BSE.

8. All the material documents referred to in the Explanatory Statement, shall be available for inspection for Members through electronic mode from Wednesday, February 25, 2026 to Thursday, March 26, 2026, basis the request being sent on cs.compliance@triveniturbines.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.

9. Mandatory updation of PAN, KYC, Bank details, Specimen signature and Nomination details

Pursuant to SEBI Master Circular no. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026 (as amended from time to time) issued to the Registrar and Share Transfer Agents and SEBI Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, the Members holding shares in physical form are requested to furnish PAN,

KYC and Nomination by submitting the prescribed forms, duly filled up and signed. The members holding equity shares in physical mode can register/update the KYC and other details including email address and mobile number by submitting the requisite ISR Form(s) along with the supporting documents mentioned in the respective Form. ISR Form(s) are available on the website of the Company at www.triveniturbines.com and on the link: <https://www.alankit.com/pdf/ISR-1.pdf>.

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

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

Name	Alankit Assignments Limited
Address	Unit: Triveni Turbine Limited, 4E/2, Jhandewalan Extension, New Delhi-110055.

For more information on updating the KYC details, bank account, email and contact details for securities held in electronic mode, please contact your respective DP(s), where the DEMAT account is being held.

10. Pursuant to SEBI Circular no. HO/38/13/11(2) 2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, members are hereby informed that another 'Special Window' has been re-opened from February 5, 2026 to February 4, 2027 to facilitate re-lodgement of physical share transfer requests that were originally lodged before

April 1, 2019 but were rejected or returned due to deficiencies. Members are encouraged to utilize this special window provided by SEBI.

11. Instructions for Shareholders for remote e-voting:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

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

Pursuant to Section VI-C of SEBI Master Circular dated November 11, 2024 (in relation to e-voting facility provided by the listed entities) e-voting facility has been enabled for 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. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered e-mail id/mobile number and click on login. After successful authentication, you will be re-directed to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be re-directed to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
	<p>5. Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="735 495 1187 748" style="border: 1px solid black; padding: 5px; text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. After successful login, the Easi/ Easiest user will be able to see the e- Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting the vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be re-directed to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</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 abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
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. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail id. Trace the e-mail sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in point no. 11.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is active.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period. EVEN of the Company is 138672.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjaygrover7@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on “Upload Board Resolution/ Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice President, NSDL at evoting@nsdl.com

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

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to rta@alankit.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to rta@alankit.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) of point 10 above i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/member may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

The members of the Company had, vide special resolution passed at the 26th AGM on September 15, 2021, re-appointed Mr. Nikhil Sawhney as Managing Director (designated as Vice Chairman & Managing Director) of the Company for a period of 5 years with effect from May 10, 2021 which is due to expire on May 9, 2026.

Mr. Nikhil Sawhney is steering the Company by making investments in building its tech-muscle, which now enables it to offer cost-efficient, customized machines to its clients along with the after-sales service. He was selected from a pool of over 19,000 candidates as a hard-charging entrepreneur and was featured in Cover page of Forbes Asia (August 2025) for his role in scaling the Company's global footprint and advancing sustainable energy solutions. Mr. Sawhney, a third-generation entrepreneur, has extensive experience and expertise in the steam turbine business, coupled with strategic planning and management experience and has transformed the Company from a largely domestic outfit into a notable global player. Under his stewardship, the Company currently ranks second globally in the manufacturing of steam turbines of up to 100 MW capacity, a key milestone for an Indian company and has a dominant position in the domestic market, an expanding share in the international market, and strong technological prowess. The Company has also incorporated a subsidiary TRIVENI TURBINES AMERICAS INC in the US for the organic growth of the Company.

The Company now holds around 400 patents, industrial designs, trademarks and copyrights, and launches four to five new products each year, significantly enhancing its product offerings and adding lucrative segments such as API drive and API power generation drives. The Company has expanded its aftermarket portfolio by venturing into refurbishment and services for third-party rotating equipment, including utility turbines, rotors and compressors, thereby moving beyond its traditional steam turbine offerings. It has also forayed into energy storage systems by securing an order to develop a first-of-its-kind CO₂-based long-duration energy storage system in collaboration with its technology partner, M/s. Energy Dome. Further, the Company has launched India's first CO₂-based high-temperature heat pump, capable of delivering heat up to 122°C with a Coefficient of Performance (COP) of 6, marking a major step forward in offering clean, future-ready heating solutions to India's industrial sector.

Under the unstinted guidance of Mr. Nikhil Sawhney, the Company has also been featured in the Forbes Asia's "Best Under A Billion" list for two consecutive years (2024 and 2025), recognising it as one of the Asia-Pacific region's most resilient and high-performing enterprises with revenues under USD 1 billion. The Company has been recognised under the IMEXI Assessment Program, with its Sompura manufacturing receiving the IMEXI Distinguished PLUS Prize.

During Mr. Nikhil Sawhney's ongoing tenure as Vice Chairman and Managing Director, the Company's consolidated revenue has grown from ₹703 crore in FY 21 to ₹2,006 crore in FY 25, recording a 30% CAGR. The EBIDTA has grown from ₹167 crore in FY 21 to ₹518 crore in FY 25, recording a 33% CAGR. The PAT has grown from ₹103 crore in FY 21 to ₹359 crore in FY 25, recording a 37% CAGR. There has been robust order booking in all these years which has grown from ₹643 crore in FY 21 to ₹2,363 crore in FY 25, recording a 38% CAGR. The Company has maintained a healthy cash balance (including investments) which has grown from ₹384 crore in FY 21 to ~₹988 crore in FY 25, recording a 27% CAGR. The return to shareholders has improved considerably by way of dividends, buy back etc. from ₹39 crore in FY 21 to ~₹128 crore in FY 25, recording a 35% CAGR and the EPS has increased from ₹3.17 in FY 21 to ₹11.28 per share in FY 25, recording a 37% CAGR. The Market capitalisation of the Company has increased from ₹3,290 crore in FY 21 to ₹17,920 crore in FY 25, recording a 53% CAGR.

In addition, the Company has completed acquisition by acquiring 100% stake in TSE Engineering Pty Ltd, South Africa which has resulted into increasing its international presence and proximity to customer base in SADC region. As a vision of Mr. Sawhney, the Company is continuously investing in R&D and championing the energy transition efforts through development of new products.

Keeping in view Mr. Sawhney's extensive and diverse experience, leadership capabilities, entrepreneurship skills and his role in expanding Company's business in India and internationally, the Board of Directors of the Company at their meeting held on February 3, 2026 have, on the recommendation of the Nomination and Remuneration Committee ("NRC") and industry benchmarking carried out by the NRC, and subject to the approval of the shareholders by way of a special resolution and such other approvals as may be required, re-appointed Mr. Nikhil Sawhney as Managing Director of the Company, designated as Vice-Chairman & Managing Director for a further period of 5 years with effect from May 10, 2026, on the remuneration and terms & conditions as stated below.

I. Remuneration

1. Basic Salary:

₹25,00,000 (Rupees Twenty Five Lakhs) per month up to a maximum of ₹40,00,000 (Rupees Forty Lakhs) per month, with such annual increments as may be decided by the NRC/ Board effective April 1 each year and the same will be performance-based and take into account the Company's performance as well, within the said maximum amount.

2. Allowances and Perquisites:

(i) Housing:

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

- (ii) **Medical Reimbursement:** Reimbursement of actual medical expenses incurred in India and abroad for self and family. The total cost of travel to and fro and also for the stay in the foreign country for the patient, an attendant and medical supervision, if required, shall be borne by the Company.
- (iii) **Leave Travel Assistance:** As per Rules of the Company.
- (iv) **Insurance Coverage:** As per Rules of the Company and include medical/ health insurance for self and family, personal accident insurance etc.
- (v) Company's contribution to the Provident Fund and payment of Gratuity shall be as per the Rules of the Company. These will not be included in computation of overall ceiling remuneration.
- (vi) **Leave:** Leave with full pay and allowances or encashment thereof as per Rules of the Company. Leave accumulated, but not availed during the tenure shall be encashed at the end of the tenure as per Rules of the Company.
- (vii) **Club Memberships:** Subscription or reimbursement of membership fees for two clubs in India and/or abroad, including admission and life membership fees.
- (viii) **Conveyance facilities:** Provision of two cars with chauffeur.

Explanation:

The Perquisites are in line with the resolution passed by the shareholders on September 15, 2021 and shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such rule, perquisites shall be evaluated at actual cost.

- 3. **Commission/ Performance Bonus:** As may be decided by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, from year to year, subject to the overall remuneration limit as mentioned hereunder.

4. Amenities:

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

Explanation:

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

5. Overall Remuneration

The total remuneration including salary, allowances, perquisites and commission/ bonus payable to Mr. Nikhil Sawhney in any financial year during his proposed term of five years shall not exceed ₹30 crore and be paid in accordance with the applicable provisions of Section 197 and/ or Schedule V of the Companies Act, 2013 read with Regulation 17(6)(e) of the Listing Regulations (as amended from time to time).

II. General terms and conditions

1. Mr. Nikhil Sawhney will not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.
2. He shall not be reckoned as director for the purpose of determining the retirement of directors by rotation. But he shall immediately cease to be Managing Director if he ceases to hold the office of director for any reason.
3. There will not be any notice period nor any severance fees.
4. He shall devote his whole-time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
5. Presently, Mr. Nikhil Sawhney has not been drawing any remuneration from any other company except by way of sitting fee or commission from the companies of which he is a director.

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

Mr. Nikhil Sawhney has provided his consent for re-appointment as Managing Director of the Company. He has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018, issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies.

Mr. Nikhil Sawhney confirmed that he satisfies all the conditions set out under Section 196(3) and in Part-I of Schedule V to the Act, for being eligible for re-appointment as Managing Director of the Company and he is not disqualified from being a Director in terms of Section 164 of the Act.

The relevant information (including brief profile) in respect of Mr. Sawhney pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings is provided as **Annexure A** to this Notice.

Accordingly, approval of the shareholders is sought by way of a special resolution to the re-appointment and payment of remuneration to Mr. Nikhil Sawhney as Managing Director of the Company in accordance with the relevant provisions of the Act read with Schedule V thereto and the Listing Regulations. Therefore, the Board recommends the passing of Special Resolution at Item No. 1 of the Notice.

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

Annexure A

Details of the Directors seeking re-appointment pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

Name of the Director	Mr. Nikhil Sawhney
DIN	00029028
Date of Birth; Age	August 23 ,1976 (49 Years)
Nationality	Indian
Date of first appointment on the Board	May 10, 2011
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.
Brief Resume and Experience & Expertise	<p>Mr. Sawhney has extensive experience and expertise in the steam turbine business, coupled with strategic planning and management experience and has transformed the Company from a largely domestic outfit into a notable global player. Mr. Sawhney is steering the Company by making investments in building the Company's tech-muscle, which now enables it to offer cost-efficient, customized machines to its clients. The Company has a dominant position in the domestic market, an expanding share in the international market. The Company currently ranks second globally in the manufacturing of steam turbines of up to 100 MW capacity, a key milestone for an Indian Company. The Company plays a pivotal role in the global energy transition, with a strong focus on innovation-led solutions.</p> <ul style="list-style-type: none"> • Mr. Nikhil Sawhney was featured in Cover page of Forbes Asia (August 2025) for his role in scaling the Company's global footprint and advancing sustainable energy solutions. • Co-founder of the CII-Triveni Water Institute, focused on advancing water sustainability and policy dialogue in India. • Trustee of the Tirath Ram Shah Charitable Hospital and the Ananta Aspen Institute, contributing to healthcare and leadership development initiatives. • Co-founder of the Asia Leaders Fellowship, under the International House of Japan, fostering regional leadership and cross-cultural collaboration.

	<ul style="list-style-type: none"> • Former Chairman of the CII Northern Region and CII Delhi State and CII National Capital Goods Committee. • Former President of the All India Management Association and former Governor on the Board of the Indian Institute of Management, Calcutta. • Recognised by The Economic Times as one of India's "40 Hottest Business Leaders Under 40" (2015).
Terms and conditions of re-appointment alongwith details of Remuneration sought to be paid	Re-appointment of Mr. Nikhil Sawhney as the Managing Director (designated as Vice Chairman & Managing Director) of the Company for a period of 5 years with effect from May 10, 2026. For further details, please refer Notice and Explanatory Statement.
Remuneration last drawn by such person, if applicable	₹11.03 crore for the Financial Year 2024-25.
Directorship held in other Companies (Other than Triveni Turbine Limited)	<p>Listed:</p> <p>a) Triveni Engineering & Industries Limited</p> <p>Unlisted:</p> <p>b) Triveni Energy Systems Limited</p> <p>c) Triveni Energy Solutions Limited</p> <p>d) Mathura Wastewater Management Private Limited</p> <p>e) Triveni Foundation</p> <p>f) Pali ZLD Private Limited</p> <p>g) Triveni Turbines Europe Private Limited</p>
Memberships/Chairmanships of Committees in other public companies	<p>Triveni Engineering & Industries Limited</p> <p>a) Stakeholders Relationship Committee- Chairman</p> <p>b) Nomination and Remuneration Committee- Member</p> <p>c) Corporate Social Responsibility Committee- Member</p> <p>d) Risk Management Committee- Member</p>
Number of Board Meetings attended during financial year 2025-26 (Up to the date of Notice)	5/5
Name of the listed companies from which resigned in the past three years	None
Shareholding in the Company (including shareholding as a beneficial owner)	1,24,88,026 equity shares of ₹1/- each.
Relationship with other directors and Key Managerial personnel of the Company	Mr. Nikhil Sawhney is related as son of Mr. Dhruv Manmohan Sawhney, Chairman & Managing Director and as brother of Mr. Tarun Sawhney, Non- Executive Non- Independent Director of the Company.